

THE AMAZING SPIDER-MAN®



MARVEL MASTERWORKS®
BY STAN LEE & STEVE DITKO

MARVEL

M A R V E L M A S T E R W O R K S
P R E S E N T S

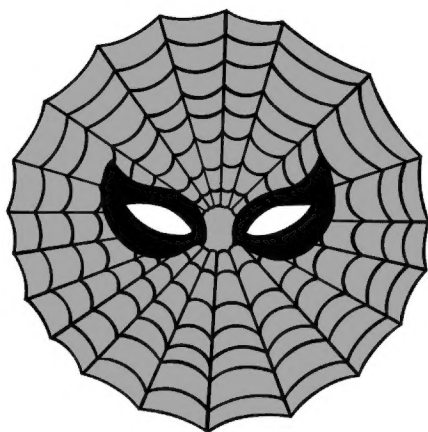
the AMAZING
SPIDER-MAN

VOLUME 2

COLLECTING

THE AMAZING SPIDER-MAN Nos. 11-19
& ANNUAL No. 1

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MARVEL MASTERWORKS

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INTRODUCTION

BY STAN LEE

Well, wiggle his webs and call him Spidey! Glad you could join us again for this second go-round.

If you liked Volume One, I suspect you'll get a real hoot out of this next collection of the earliest tales from your friendly neighborhood web-slinger's perilous past.

Y'know, it's really strange the way fictional characters seem to grow and change and take on a life of their own as more and more adventures are added to their growing list of exploits.

Spidey is no exception. Remember his origin story, and the first few tales that followed? Remember how unpopular he was, how shy with the girls? Remember how Flash and the other guys in his high school crowd treated the peculiar Mr. Parker like some sort of official class wimp? Well, I think you'll notice some changes a whisperin' on the wind in his second round of thrillers.

Life seems to be a constant juxtaposition of feast or famine for our stalwart though semi-neurotic hero. Whereas he formerly couldn't get to first base with any female within reaching distance, he now seems to be on his way to slowly becoming a ladies' man. Of course, though the path of true love seldom runs smooth for any teenager, for your wondrously woebegone web-head the complications pile up faster than you can say, "Peter Parker picked a peck of pickled peppers." But hey, how long do you think Fandom Assembled would have made poor Petey its all-time favorite if everything always came up roses for the guy? Perhaps you never thought of it this way, but you can practically measure a hero's popularity by the amount of trouble he manages to get himself into.

And, speaking of trouble, here's a foretaste of some of the viciously venal and voraciously vile villains we've got in store for you in this valorous little volume. (Count your blessings. That sentence might have gone on forever if I hadn't run out of V's!)

Okay, here are some of the baddies you'll be meeting in the pages just ahead. Try these heavies on for size...

The macabre and murderous Mysterio; the grinning but gruesome Green Goblin; everybody's favorite bestial bad guy, Kraven the Hunter; the Ringmaster and his Circus of Crime; and of course the super-strong, super-sinister Sandman!

But don't for one minute think that's all there is! We haven't even mentioned the rollickin' return of the dreaded Doc Ock or the guest-starring stints wherein Spidey finds himself battling our own dauntless Daredevil, the Man Without Fear, as well as the ever hot-headed, high-flyin' Human Torch!

One thing worth mentioning is our very first Spider-Man Annual which you'll find in this book, thanks to the generosity and benevolence of your big-hearted Bullpen buddies. And what an Annual it is! Back then, in the '60s, we were so thrilled and grateful for the wonderful reception Spidey was given by the reading public that we wanted to return the favor. The best thing we could think of doing for our pantin' public was to produce a 41-page super-spectacular of ol' Web-Head featuring six, count 'em, six of our maddest, baddest, most stultifyin' super-villains in one fabulous, far-out, fast-moving yarn.

So, prepare to see your favorite wall-crawler in awesome action against the sinister sextet's

leader, everyone's favorite six-armed psychopath, the fiendishly frenetic Dr. Octopus. And wait'll you see his pandemonious playmates—The Vulture, Electro, Kraven the Hunter, Mysterio and the Sandman, all gathered together for one poignant little purpose—to clobber our hero! Yep, even now, decades later, that first *Spider-Man Annual* occupies a special place in the hearts of Marvel-dom Assembled!

Now, let's get personal for a moment. On the pages ahead, you'll be delving deeper into the unique relationship between our own Peter Parker and that bombastic Big Man on Campus, the somewhat swaggering, quintessential school jock, none other than funky Flash Thompson himself.

I must admit, we always got a hoot out of the fact that, in Flash's eyes, Petey was definitely the Nabob of the Nerds. And yet, Midtown High's stalwart but slow-witted pride of the gridiron considered our masked web-slinger to be the greatest thing since Godzilla. Talk about irony! Flash never suspected that the one classmate he loathed the most was the very same wall-crawler who was his all-time idol!

And how about J. Jonah Jameson? When first I wrote him into the series, he was just a minor throwaway character. I thought he'd be good for a couple of good laughs and that was it. Then, y'know what happened? The irascible ol' curmudgeon became one of the mainstays of the entire series. He's the perfect foil for both Peter and Spidey to tangle with in a never-ending battle of wits and verbal barbs. JJJ has come to represent the most conservative, straight-laced members of society, the self-righteous know-it-alls who dislike and distrust anyone who looks, acts or thinks differently than they do.

But make no mistake about it. Jolly Jonah is not a villain. He's not a bad guy. He just marches to the beat of a different drummer. Just like Captain Queeg in *The Caine Mutiny*, Jonah and his ilk are part of the fabric of America. We may not want to party with them, but life would surely be a whole lot duller if they weren't around.

You may think it strange for me to talk about our characters as if they're real. And yet, after writing about them for so many years, I feel I've come to know them. They've taken on a life of their own. I might as well admit it—they're as real as anyone I know. And, in some cases, even more so!

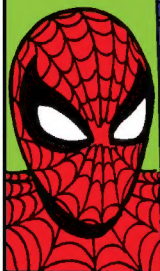
Well, I could talk about your friendly neighborhood arachnid and his rollickin' little repertory group all day, but don't panic—I promise not to! The time hath come for thee and me to dip into the brightly beckoning, lavishly colored pages that lie ahead, and to relive once more the fun and frenzy that comprise the early day of everybody's favorite wall-crawler.

C'mon, frantic one! Spidey needs all the help he can get!

EXCELSIOR



1988



the AMAZING SPIDER-MAN



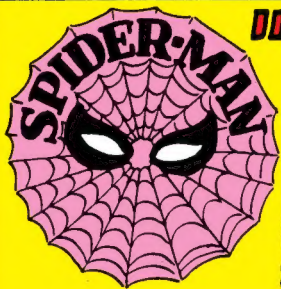
11
APR.

Featuring:
THE LONG-AWAITED
"RETURN of
DOCTOR
OCTOPUS!"

"TURNING POINT!"

SEE WHAT HAPPENS WHEN SPIDER-MAN DECIDES TO REVEAL HIS SECRET IDENTITY TO SOMEONE ELSE! WILL HE REALLY DO IT? WILL THIS BE THE TURNING POINT OF HIS AMAZING CAREER? OR--? BUT WHY NOT TURN THESE PAGES AND LEARN FOR YOURSELF, IN THIS CLASSIC TALE, TOLD IN THE MARVELOUS MARVEL MANNER!





"TURNING POINT"

featuring **THE RETURN OF**
Dr. OCTOPUS!

I HATE YOU,
SPIDER-MAN!
I'LL HATE YOU
TILL THE DAY
I DIE!

IS SPIDER-
MAN DESTINED
TO LOSE BETTY
BRANT, THE
GIRL HE LOVES?
HOW
DID IT
HAPPEN...
AND
WHY?

NONE BUT **STAN LEE**
COULD HAVE WRITTEN THIS
EPIC TALE !!

NONE BUT **STEVE DITKO**
COULD HAVE DRAWN SUCH
GRIPPING SCENES!

LETTERED BY **S. ROSEN.**

NONE BUT THE MIGHTY **MARVEL COMICS GROUP**
COULD HAVE PRODUCED A BOOK-LENGTH THRILLER SUCH AS THIS!

SEE: DIABOLICAL DOCTOR OCTOPUS, MORE DANGEROUS
THAN EVER BEFORE!

SEE: THE SECRET OF BETTY BRANT... REVEALED FOR
THE FIRST TIME!

SEE: SPIDER-MAN'S GREATEST VICTORY... AND HIS
MOST BITTER DISAPPOINTMENT!

A WORLD-FAMOUS SUPER-HERO DOESN'T SPEND **ALL** HIS TIME FIGHTING DEADLY MENACES! THERE ARE MOMENTS HE SPENDS ALONE, DEEP IN THOUGHT, MULLING OVER THE PAST AND PONDERING THE FUTURE! SUCH A SUPER-HERO IS **SPIDER-MAN**, AND SUCH A MOMENT IS **THIS**...

EVER SINCE BETTY BRANT LEFT TOWN I'VE BEEN CARRYING A KING-SIZED **TORCH**! I'VE GOT TO SNAP OUT OF IT... GOT TO TRY TO **FORGET** HER!

AW, WHO AM I KIDDING! I'LL **NEVER** FORGET HER!... NEVER STOP SEARCHING FOR HER!

IF ONLY I KNEW **WHY** SHE LEFT TOWN SO SUDDENLY! IF ONLY I HAD SOME **CLUE**... SAY! WHAT'S THAT ON THE **RADIO**??

WE INTERRUPT OUR PROGRAM FOR A BULLETIN! HAVING SERVED HIS FULL PRISON TERM, THE NOTORIOUS **DOCTOR OCTOPUS** IS TO BE RELEASED TODAY...

HEARING THAT TERSE ANNOUNCEMENT, SPIDER-MAN SUDDENLY FORGETS BETTY BRANT FOR THE MOMENT AS HE TRAVELS BACK IN MEMORY TO ONE OF THE MOST DANGEROUS BATTLES OF HIS ENTIRE CAREER... *

DOCTOR OCTOPUS TO BE **RELEASED**??! THEY CAN'T **DO** IT! THEY **MUSTN'T**! HE'S ONE OF THE MOST DANGEROUS MEN ALIVE!! EVEN I, WITH ALL MY POWER, CAME CLOSE TO BEING DEFEATED BY HIM!!

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I **CAN'T** SEE! CAN'T GET IT OFF!

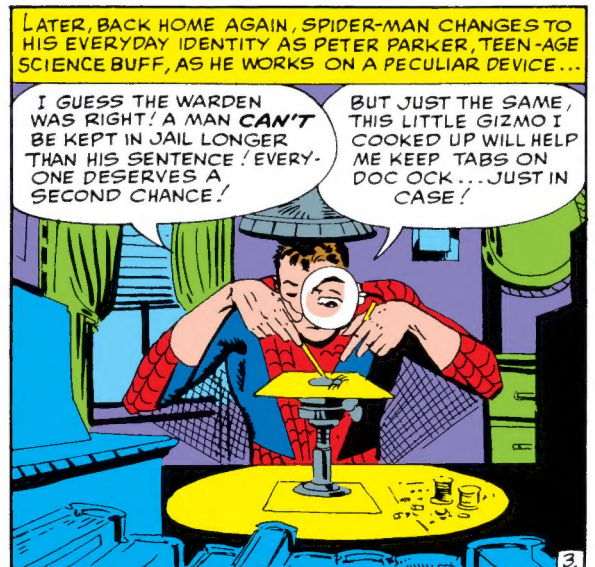
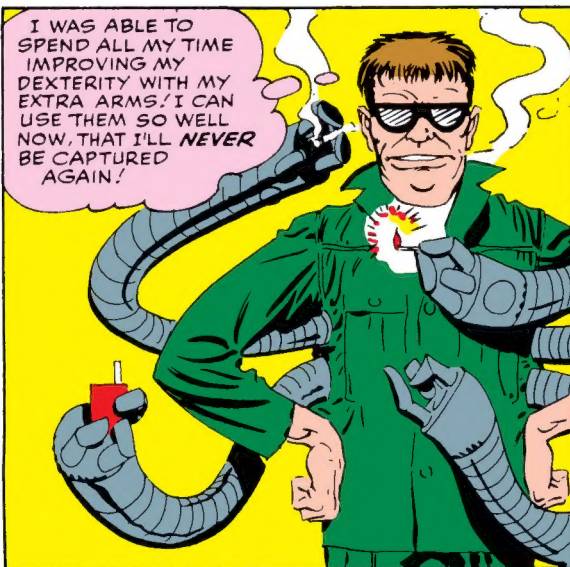
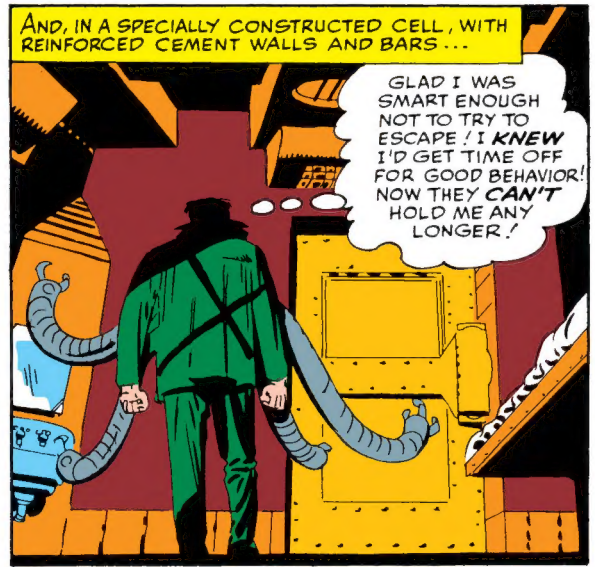
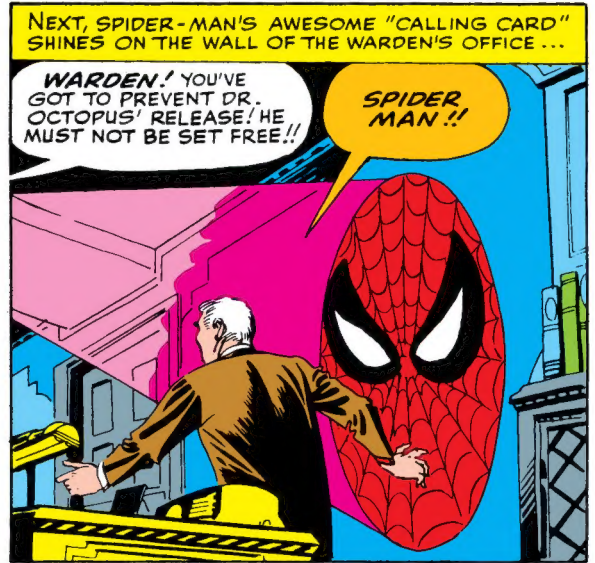
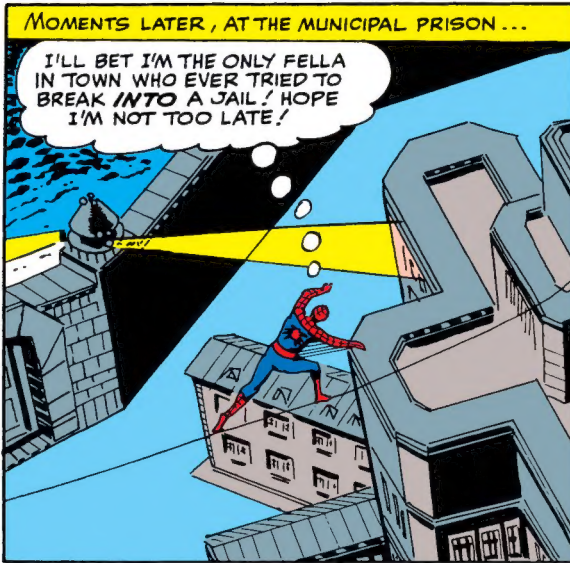
EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME... PULLING ME TOWARD HIM WITH HIS INCREDIBLE STRENGTH!

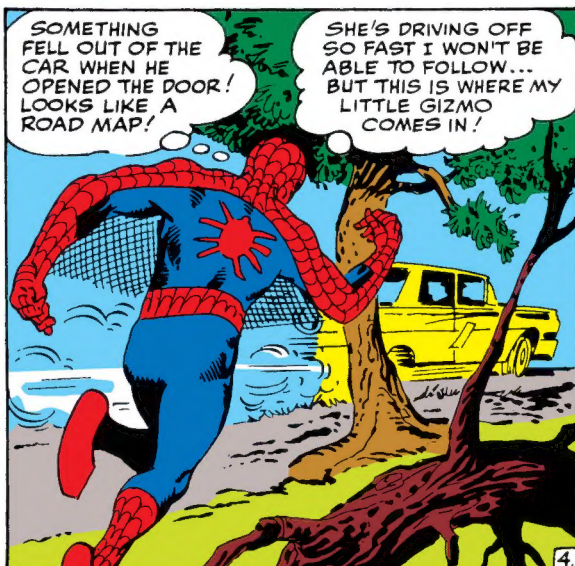
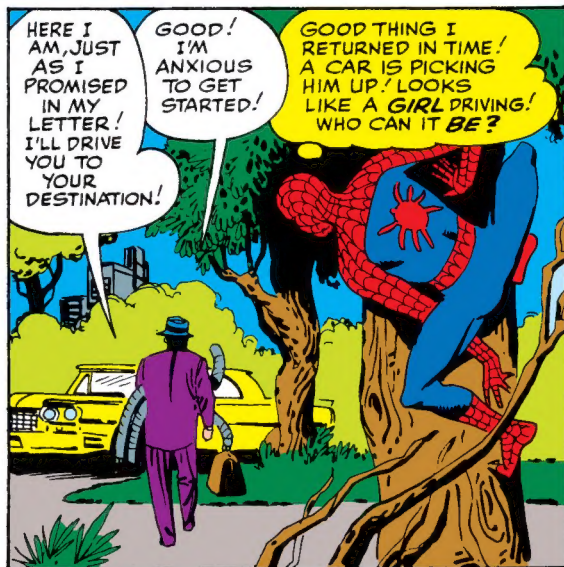
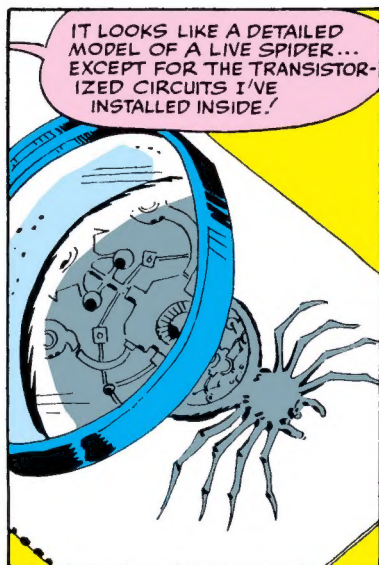
* SPIDER MAN VS. DR. OCTOPUS, ISSUE #3 - ED.

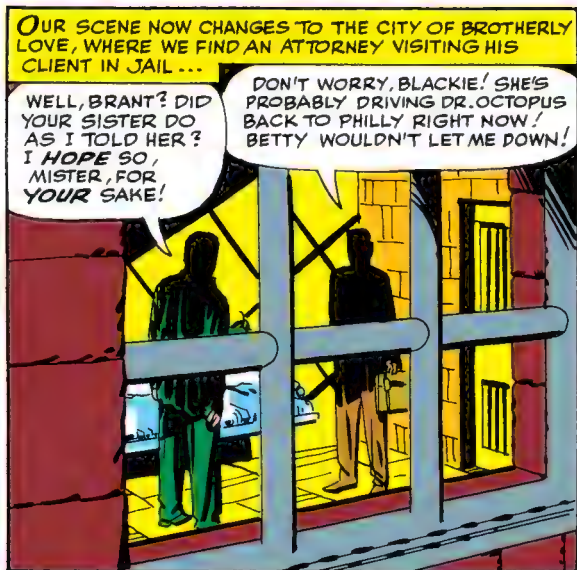
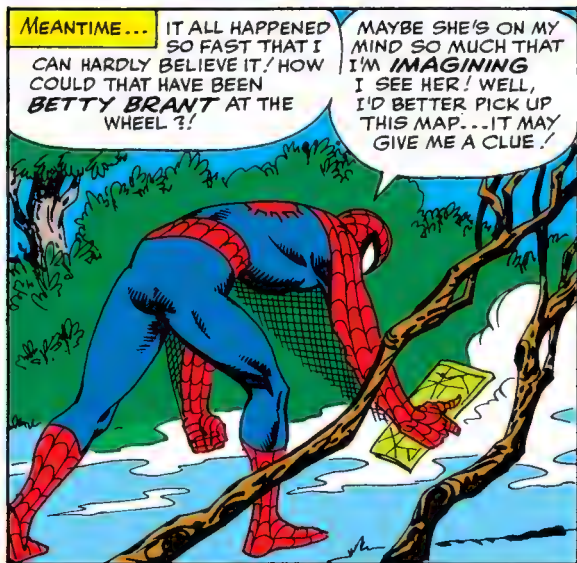
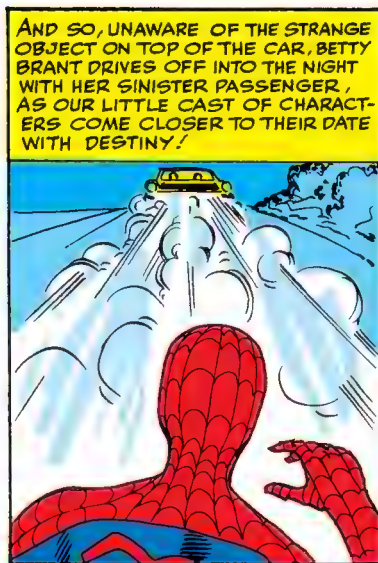
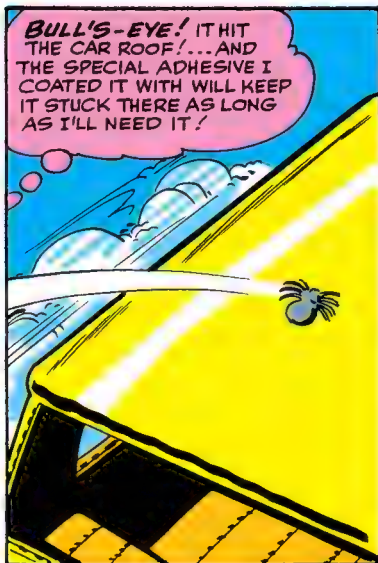
WITHIN SECONDS, THE DRAMATIC TEEN-AGE CRIME-FIGHTER LEAPS INTO ACTION...

I'VE GOT TO TRY TO **PREVENT** THEM FROM **RELEASING** HIM! HE **MUSTN'T** BE ALLOWED TO MENACE MANKIND AGAIN!

IT FEELS **GREAT** TO BE ON THE GO AGAIN... WITH THE WIND TEARING AT ME AS I SWING HIGH OVER THE ROOFTOPS! **THIS** IS WHAT I NEEDED!



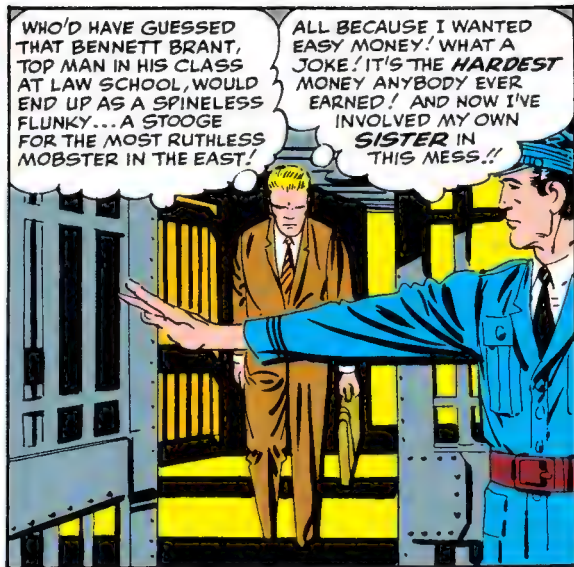






I'LL CANCEL THE DOUGH YOU OWE ME AS SOON AS DR. OCTOPUS SPRINGS ME FROM JAIL! AND NO SOONER! NOW GET LOST... I'VE GOT SOME THINKIN' TO DO!

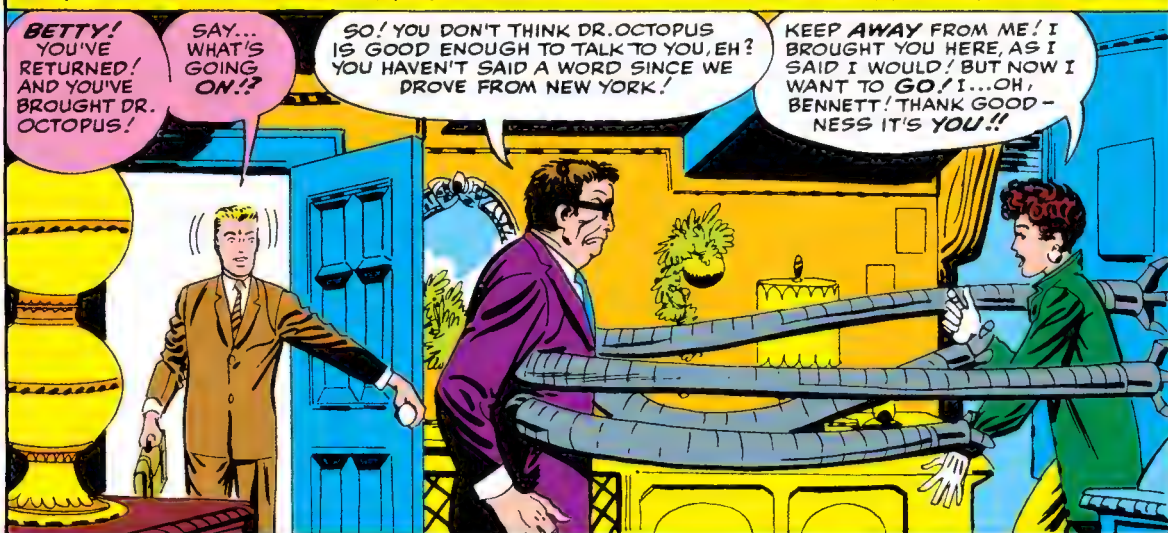
SURE, BLACKIE... I'LL GO...



WHO'D HAVE GUESSED THAT BENNETT BRANT, TOP MAN IN HIS CLASS AT LAW SCHOOL, WOULD END UP AS A SPINELESS FLUNKY... A STOUGE FOR THE MOST RUTHLESS MOBSTER IN THE EAST!

ALL BECAUSE I WANTED EASY MONEY! WHAT A JOKE! IT'S THE HARDEST MONEY ANYBODY EVER EARNED! AND NOW I'VE INVOLVED MY OWN SISTER IN THIS MESS!!

LOST IN HIS OWN RUEFUL THOUGHTS, THE GANGLAND MOUTHPIECE REACHES HIS APARTMENT, TO FIND...



BETTY! YOU'VE RETURNED! AND YOU'VE BROUGHT DR. OCTOPUS!

SAY... WHAT'S GOING ON!?

SO! YOU DON'T THINK DR. OCTOPUS IS GOOD ENOUGH TO TALK TO YOU, EH? YOU HAVEN'T SAID A WORD SINCE WE PROVE FROM NEW YORK!

KEEP AWAY FROM ME! I BROUGHT YOU HERE, AS I SAID I WOULD! BUT NOW I WANT TO GO! I... OH, BENNETT! THANK GOOD - NESS IT'S YOU!!



A LOT OF GOOD HE'LL DO YOU! I'VE HEARD OF YOU, BRANT! A WEAKLING LAWYER WHO CAN'T MAKE A MOVE WITHOUT BLACKIE GAXTON'S OKAY!

NOW FOLLOW ME INTO THE OTHER ROOM, BRANT! WE'VE GOT BUSINESS TO TALK OVER!



OH, BENNETT, NOW THAT I'VE BROUGHT HIM HERE, AS I PROMISED BLACKIE GAXTON, CAN'T YOU LEAVE? CAN'T YOU GO SOMEWHERE AND MAKE A FRESH START? PLEASE...

NOT YET, BETTY! NOT TILL DR. OCTOPUS HELPS BLACKIE TO BREAK OUT OF JAIL! BUT I PROMISE YOU, SIS... IF I EVER GET FREE OF BLACKIE, I'LL PAY YOU BACK FOR ALL YOU'VE DONE... I'LL MAKE YOU PROUD OF ME!



BUT WHAT ABOUT THE **JAIL BREAK??** IF YOU STAY, WON'T YOU BE AN **ACCESSORY?** YOU'LL **NEVER** BE ABLE TO GET STRAIGHT!

I JUST **CAN'T** RUN NOW! I HAVEN'T THE COURAGE! IF ONLY I HADN'T GOT **YOU** MIXED UP IN ALL THIS!



THEN, AS HER BROTHER GOES INTO THE NEXT ROOM TO SPEAK WITH DR. OCTOPUS, BETTY BRANT SITS ALONE IN THE GLOOMY ROOM, AS TEARS FILL HER EYES ...

I GAVE HIM ALL THE MONEY I HAD SO THAT HE COULD PAY HIS DEBTS TO BLACKIE, BUT IT WASN'T ENOUGH! IT'S **NEVER** ENOUGH!

I HAD TO RUN AWAY FROM PETER IN NEW YORK, BECAUSE I DIDN'T WANT **HIM** TO KNOW ABOUT BENNETT! HOW CAN I EVER RETURN? WHERE WILL IT ALL END?



BUT LITTLE DOES BETTY SUSPECT THAT BACK IN NEW YORK, PETER PARKER IS PLANNING TO FIND HER... TO LEARN HER TRAGIC SECRET...

AUNT MAY, I'M THINKING OF TAKING A LITTLE TRIP THIS WEEK-END! I'VE ALWAYS WANTED TO VISIT PHILADELPHIA AND SEE THE HISTORICAL SITES!

HOW NICE, PETER! THE TRIP WILL DO YOU **GOOD!** YOU'VE BEEN SO LISTLESS LATELY!



PLEASE FORGIVE ME FOR NOT GOING **WITH** YOU, DEAR, BUT I'VE SO MANY THINGS TO DO HERE AT HOME!

LUCKY FOR ME THAT YOU **DO!** ANYWAY, YOU MIGHT FIND IT KIND OF TOUGH KEEPING UP WITH **SPIDER-MAN** IN 'THE NEXT FEW DAYS'!

THAT'S OKAY, AUNT MAY! I UNDERSTAND!



A FEW MINUTES LATER, AFTER A JET FROM NEW YORK LANDS AT THE PHILADELPHIA AIRPORT ...

NOW, ALL I'VE GOT TO DO IS FIND BETTY, SEE WHAT HER CONNECTION WITH DOC OCK IS, MAKE SURE THAT HE ISN'T CAUSING ANY TROUBLE...

...AND BE BACK IN NEW YORK IN TIME FOR CLASS MONDAY MORNING! THAT'S **ALL!**



I MUST HAVE COVERED HALF THE CITY BY NOW, AND STILL NO SIGNAL ON MY PORTABLE RECEIVER!

WELL, I JUST HAVE TO KEEP SEARCHING! GOOD THING I BROUGHT A FULL SUPPLY OF WEB FLUID WITH ME!



FINALLY, AFTER ANOTHER TWENTY MINUTES OF SWINGING PAST THE ROOFTOPS ...

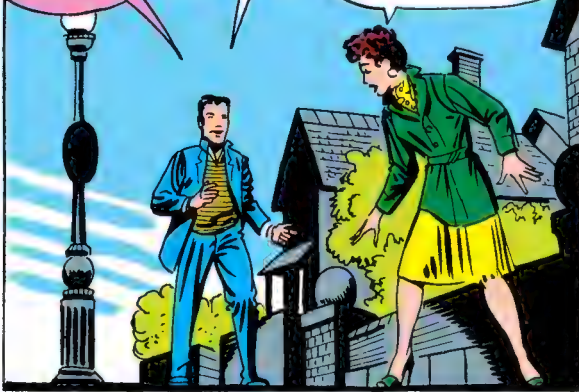
AT **LAST!** THERE'S THE SIGNAL! THAT MEANS THE CAR WITH MY LITTLE ELECTRIFIED SPIDER IS SOMEWHERE NEARBY!

CHANGING BACK TO HIS PETER PARKER IDENTITY, SO THAT HE CAN SEARCH THE NEIGHBORHOOD WITHOUT ATTRACTING ATTENTION, HE FINALLY FINDS ...

BETTY! THEN... IT WAS YOU...!

I'VE FOUND YOU AT LAST!

PETER! YOU'VE BEEN SEARCHING FOR ME?? I NEVER DREAMT...!!



BUT I COULDN'T LET YOU JUST WALK OUT OF MY LIFE! YOU... YOU MEAN TOO MUCH TO ME!!

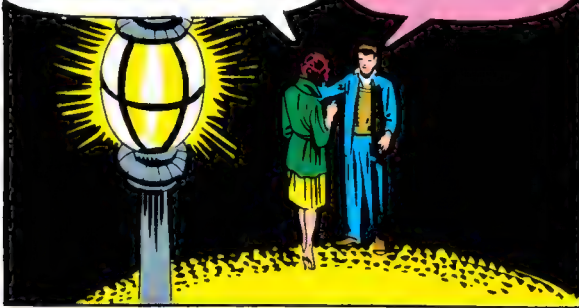
OH, PETER... WHAT A FOOL I WAS! I SHOULD HAVE CONFIDED IN YOU, I SHOULD HAVE TOLD YOU EVERYTHING, RIGHT AT THE START!! I... I NEED YOU, PETER! I DON'T KNOW WHERE TO TURN!



AND THEN, HER TREMBLING VOICE CHOKED WITH EMOTION, BETTY TELLS THE BOY SHE LOVES ALL ABOUT HER BROTHER, BLACKIE GAXTON, AND DR. OCTOPUS!

SO I JUST HAD TO DRIVE DR. OCTOPUS HERE, PETER! IT WAS THE ONLY WAY TO KEEP MY BROTHER SAFE FROM BLACKIE'S GANG! I-I WAS ASHAMED TO TELL YOU BEFORE... TO TELL YOU MY BROTHER IS A LAWYER FOR A DANGEROUS MOBSTER!

BUT YOU CAN'T BE BLAMED FOR THAT, BETTY! YOU'VE DONE ALL YOU COULD! I'M GLAD YOU TOLD ME... BECAUSE I HAVE SOME GOOD NEWS FOR YOU!



I JUST LEARNED THAT SPIDER-MAN IS IN PHILLY... TO KEEP TABS ON DR. OCTOPUS! I'M SURE THAT WE WON'T HAVE TO WORRY ABOUT OCTOPUS OR BLACKIE GAXTON WITH SPIDER-MAN AROUND!

I'VE JUST DECIDED! I CAN'T KEEP IT FROM HER ANY LONGER! ONCE WE'RE BACK IN NEW YORK, I'M GONNA TELL BETTY THAT I AM SPIDER-MAN!



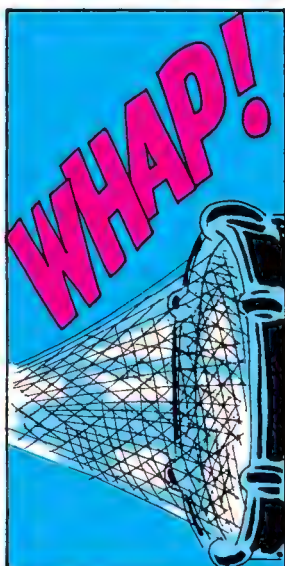
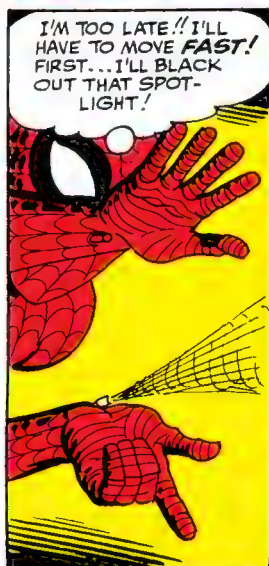
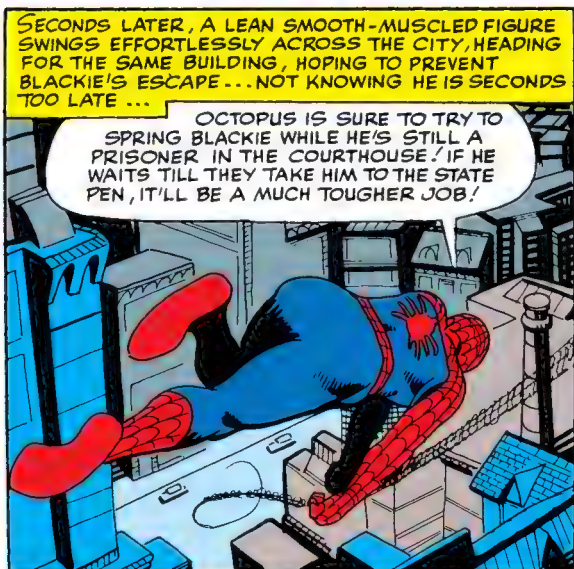
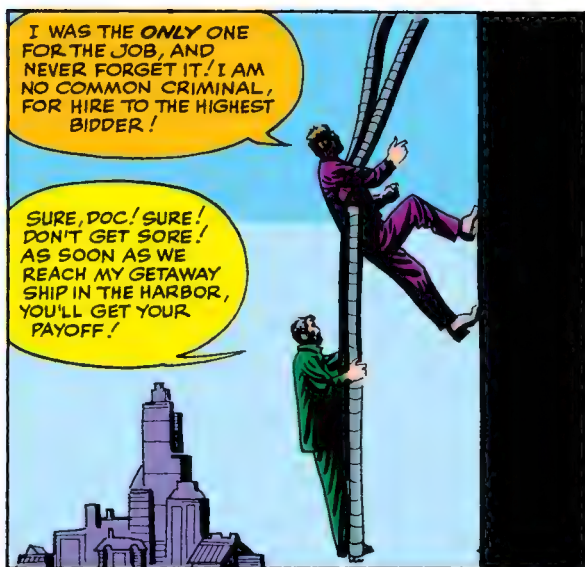
BUT, SOMETIMES FATE HAS OTHER PLANS! FOR, ON THE OTHER SIDE OF TOWN, A STRANGE MENACING FORM SWINGS FROM ROOF TO ROOF ON A SINISTER MISSION...

THIS TASK WILL BE CHILD'S PLAY FOR DOCTOR OCTOPUS!!



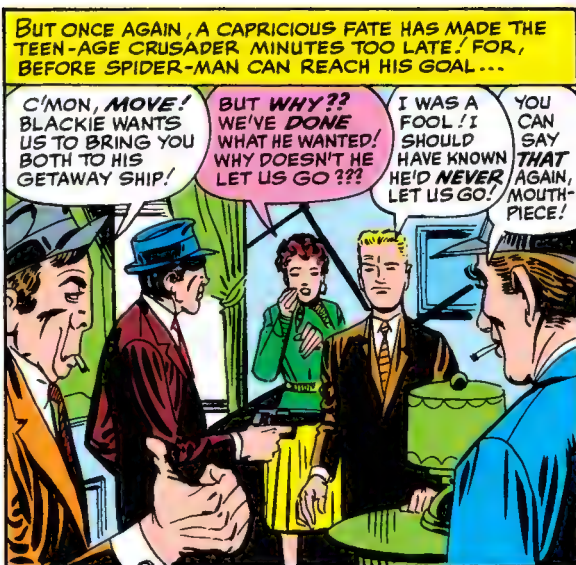
AS SOON AS I COLLECT THE HUNDRED THOUSAND DOLLARS WHICH BLACKIE WILL PAY ME FOR THIS JOB, I'LL HAVE THE STAKE I NEED TO MAKE MYSELF THE KING OF CRIME!







SUFFERIN' SPIDER-WEBS!!
I JUST REMEMBERED! WITH OCTOPUS AND BLACKIE ON THE LOOSE, I'D BETTER GET BACK TO BETTY! SHE MIGHT BE IN GREAT DANGER!



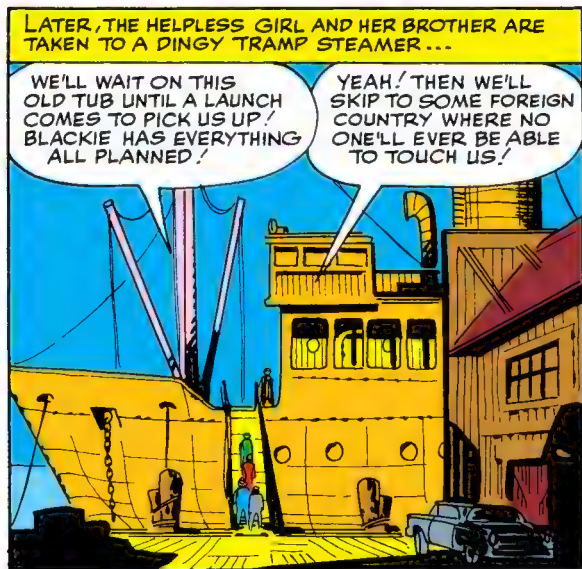
BUT ONCE AGAIN, A CAPRICIOUS FATE HAS MADE THE TEEN-AGE CRUSADER MINUTES TOO LATE. FOR, BEFORE SPIDER-MAN CAN REACH HIS GOAL...

C'MON, MOVE! BLACKIE WANTS US TO BRING YOU BOTH TO HIS GETAWAY SHIP!

BUT WHY?? WE'VE DONE WHAT HE WANTED! WHY DOESN'T HE LET US GO ???

I WAS A FOOL! I SHOULD HAVE KNOWN HE'D NEVER LET US GO!

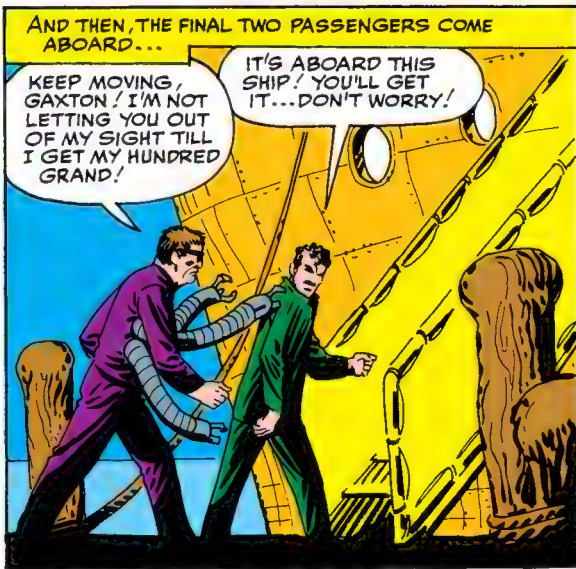
YOU CAN SAY THAT AGAIN, MOUTH-PIECE!



LATER, THE HELPLESS GIRL AND HER BROTHER ARE TAKEN TO A DINGY TRAMP STEAMER...

WE'LL WAIT ON THIS OLD TUB UNTIL A LAUNCH COMES TO PICK US UP! BLACKIE HAS EVERYTHING ALL PLANNED!

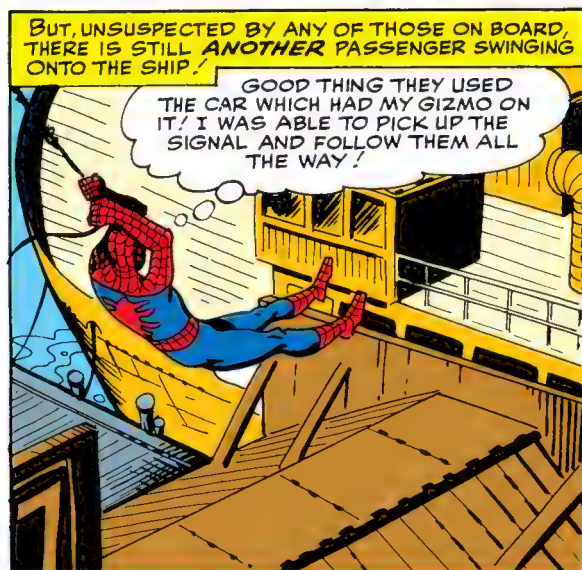
YEAH! THEN WE'LL SKIP TO SOME FOREIGN COUNTRY WHERE NO ONE'LL EVER BE ABLE TO TOUCH US!



AND THEN, THE FINAL TWO PASSENGERS COME ABOARD...

KEEP MOVING, GAXTON! I'M NOT LETTING YOU OUT OF MY SIGHT TILL I GET MY HUNDRED GRAND!

IT'S ABOARD THIS SHIP! YOU'LL GET IT...DON'T WORRY!



BUT, UNSUSPECTED BY ANY OF THOSE ON BOARD, THERE IS STILL **ANOTHER** PASSENGER SWINGING ONTO THE SHIP!

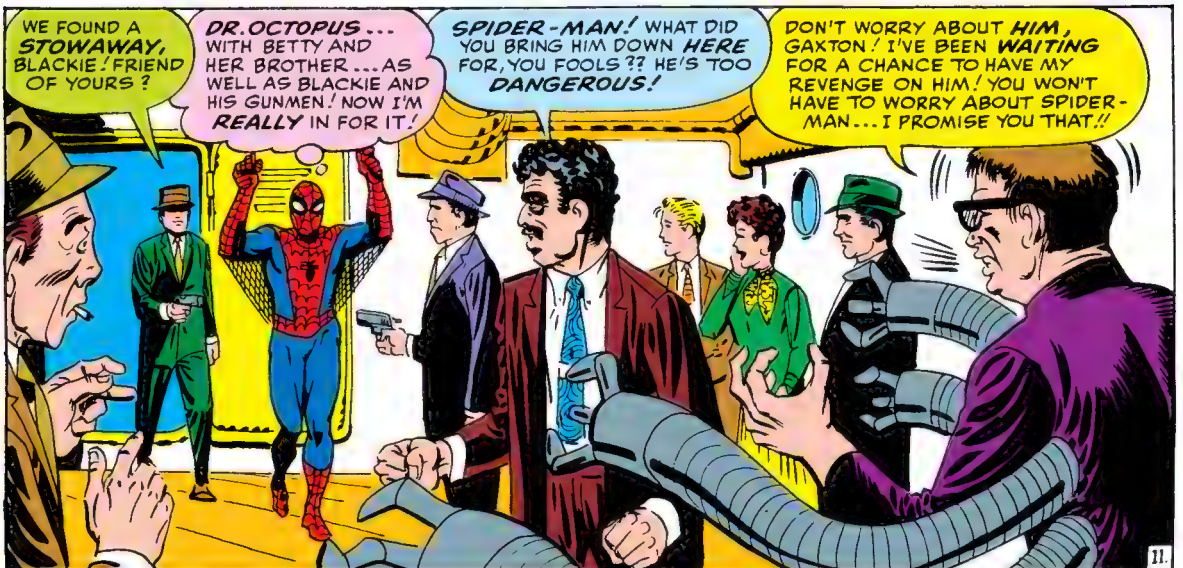
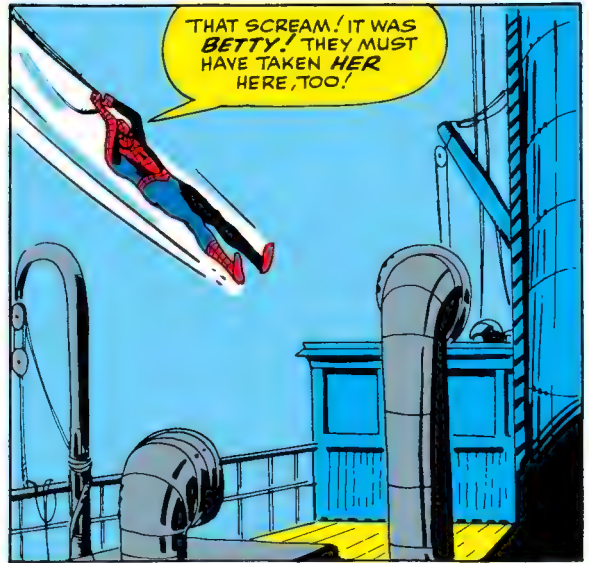
GOOD THING THEY USED THE CAR WHICH HAD MY GIZMO ON IT! I WAS ABLE TO PICK UP THE SIGNAL AND FOLLOW THEM ALL THE WAY!

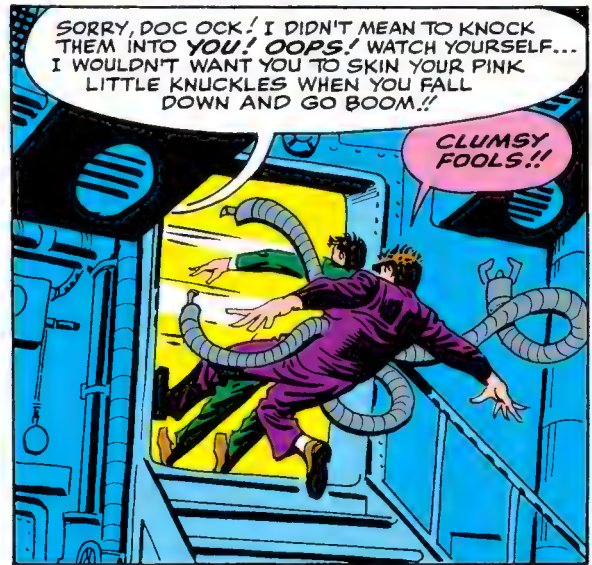
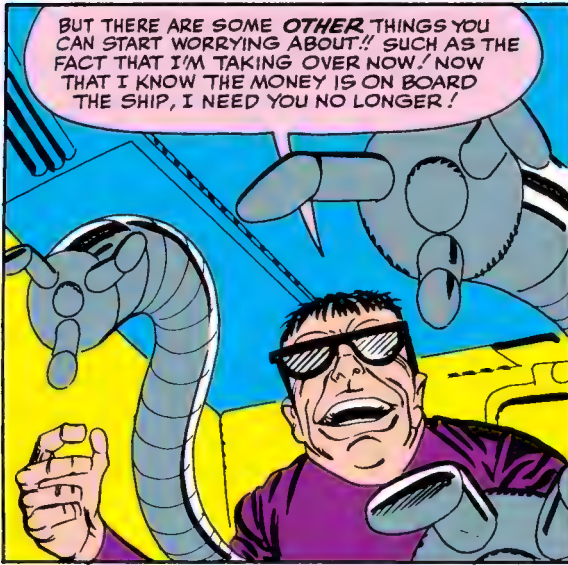


MEANTIME...

YOU CAN'T DO THIS, BLACKIE! I'VE DONE EVERYTHING YOU ASKED! YOU'RE FREE NOW, JUST AS YOU WANTED TO BE, SO MY DEBT IS CANCELLED! YOU'VE GOT TO LET US GO!

I DO, HUH?







EVEN SPIDER-MAN CAN BE STOPPED BY A BULLET!! I'LL ... OH!!

BETTY! BENNETT! STAY BACK! KEEP UNDER COVER UNTIL I GET HIS GUN AWAY!



THOSE SHOTS! THEY'RE GOING WILD! MIGHT HIT BETTY! LOOK OUT, BETTY... GET BEHIND ME!

NO, BENNETT! YOU'RE GETTING IN THE LINE OF FIRE! STAY BACK! I'M ALL RIGHT!



SPIDER-MAN! STOP STRUGGLING WITH HIM!! THOSE SHOTS WILL HIT... BENNETT! B-BENNETT... SPEAK TO ME!!

UGH!!



HE'S BEEN SHOT!! B-BECAUSE HE TRIED TO HELP ME! OH BENNETT!!

I TOLD HIM TO STAY BACK UNTIL I GOT BLACKIE'S GUN!! WHY DIDN'T HE LISTEN?

IT...IT'S BETTER THIS WAY...I WAS... NO GOOD...TO ANYONE!! MAYBE NOW... YOU CAN WASH YOUR HANDS ... OF ALL THIS...



IT'S YOUR FAULT!! IF YOU HADN'T INTERFERED...IF YOU HADN'T TRIED TO BE A HERO...IT MIGHT NOT HAVE HAPPENED!! I HATE YOU, DO YOU HEAR... I HATE YOU!!

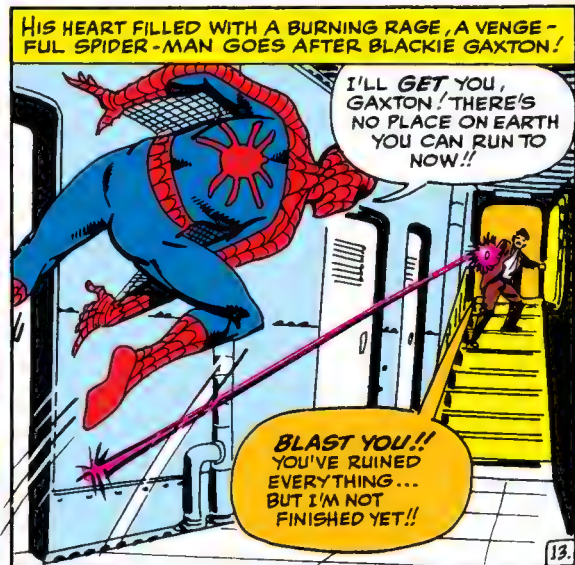
YOU DON'T KNOW WHAT YOU'RE SAYING! STOP IT, GIRL!! YOU MUSTN'T...YOU CAN'T MEAN IT!!



IF ONLY PETER WERE HERE! HE'S THE ONLY ONE I CAN TURN TO... BUT, IT'S TOO LATE! EVERYTHING'S TOO LATE... AND BENNETT IS DEAD... BECAUSE OF SPIDER-MAN!!

SHE REALLY THINKS I'M RESPONSIBLE FOR HER BROTHER'S DEATH!! HOW CAN I EVER CONVINCE HER SHE'S WRONG??!

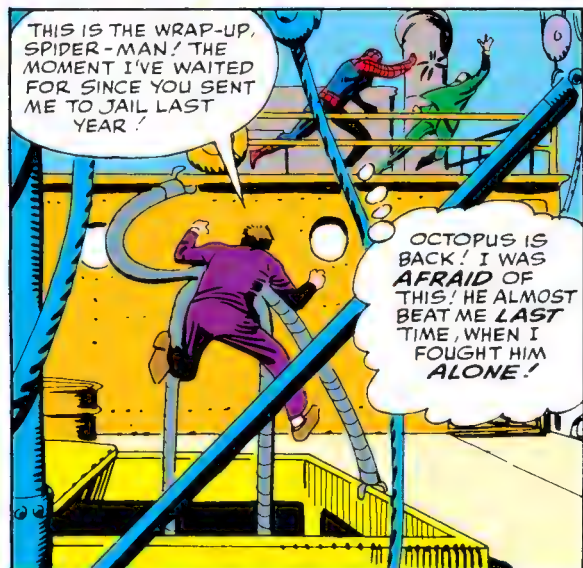
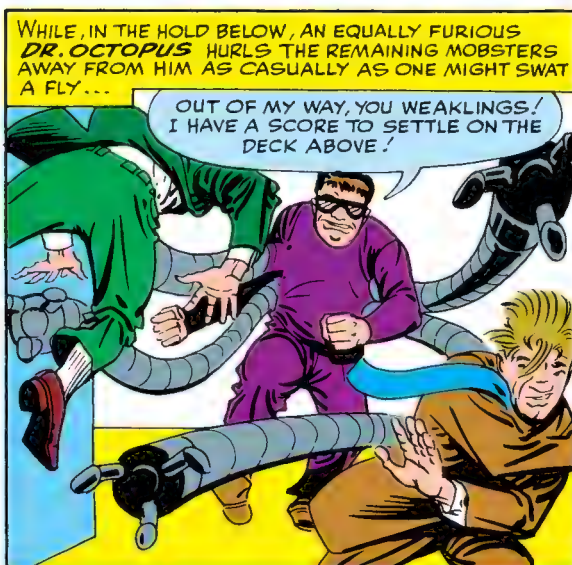
BUT THERE'S NO TIME FOR THAT NOW! BLACKIE'S ESCAPING... AND DR. OCTOPUS IS STILL AT LARGE! I'VE GOT TO MOVE!!

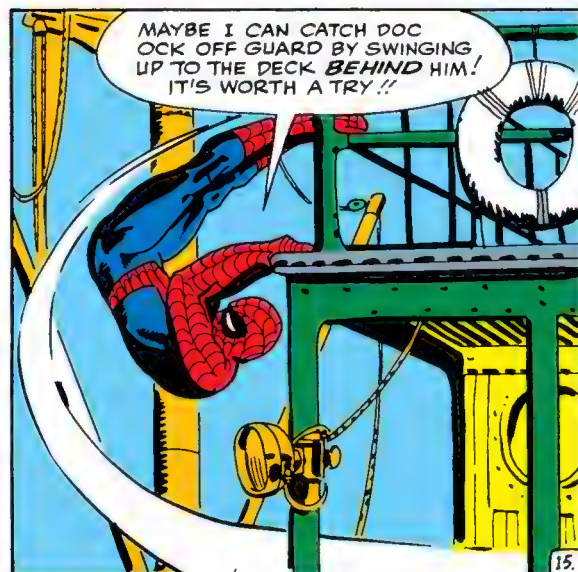
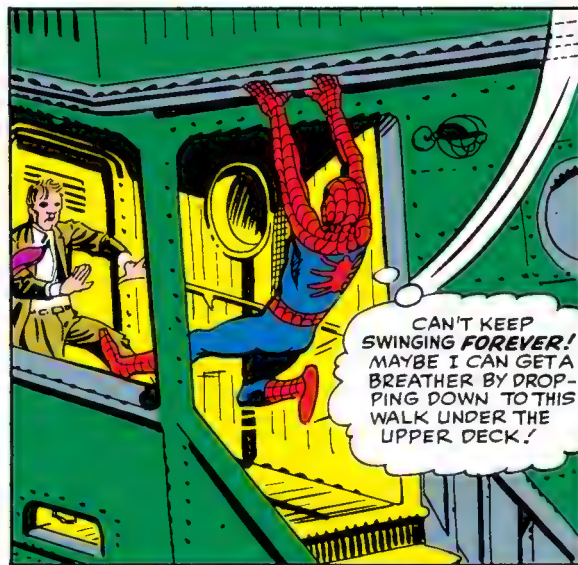
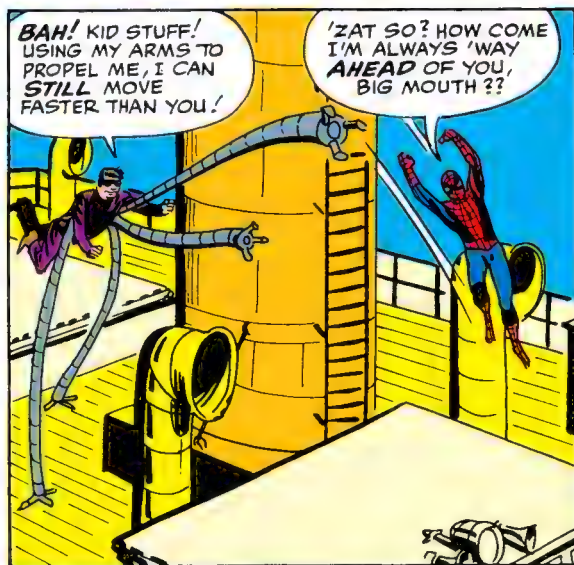
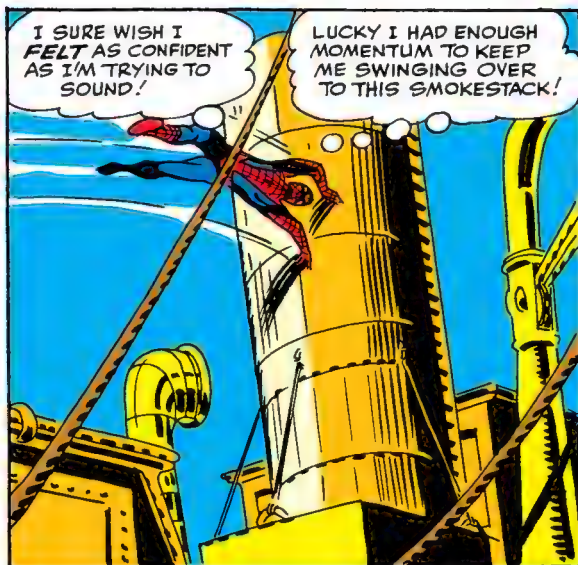


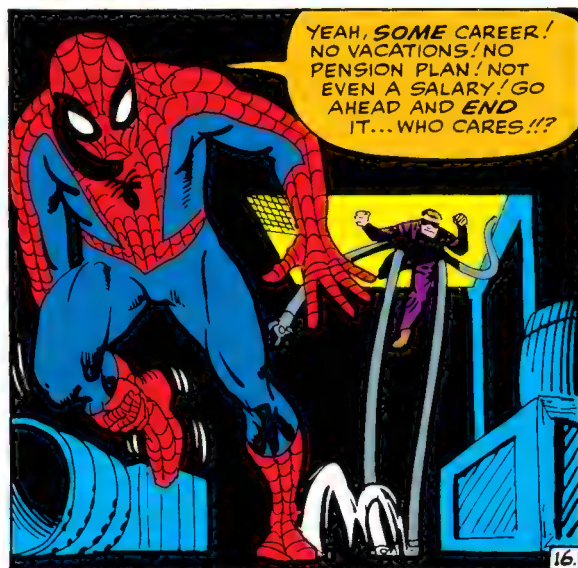
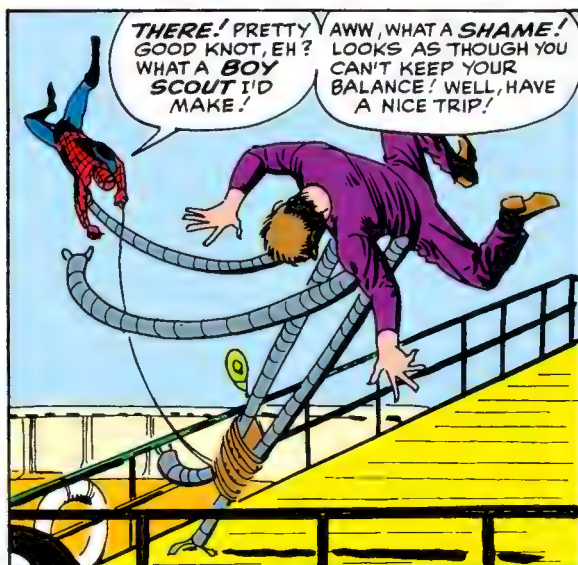
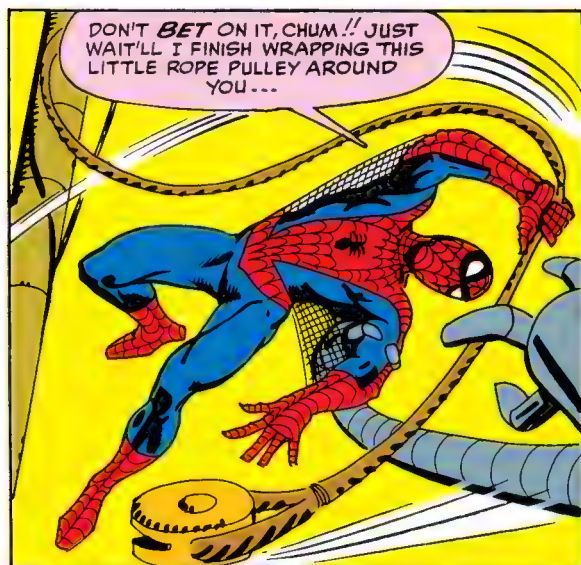
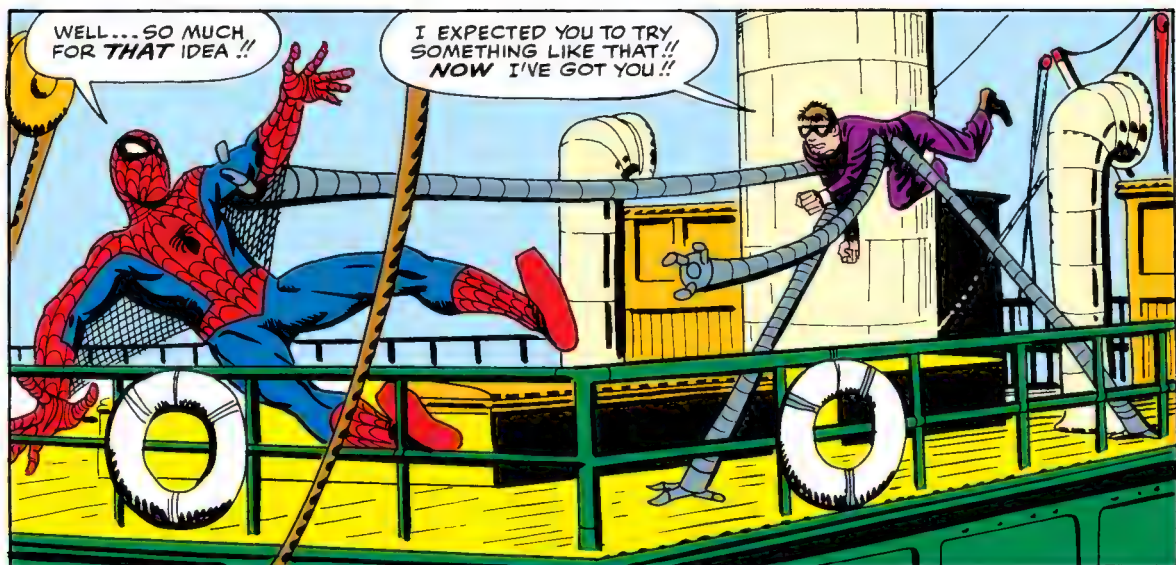
HIS HEART FILLED WITH A BURNING RAGE, A VENGEFUL SPIDER-MAN GOES AFTER BLACKIE GAXTON!

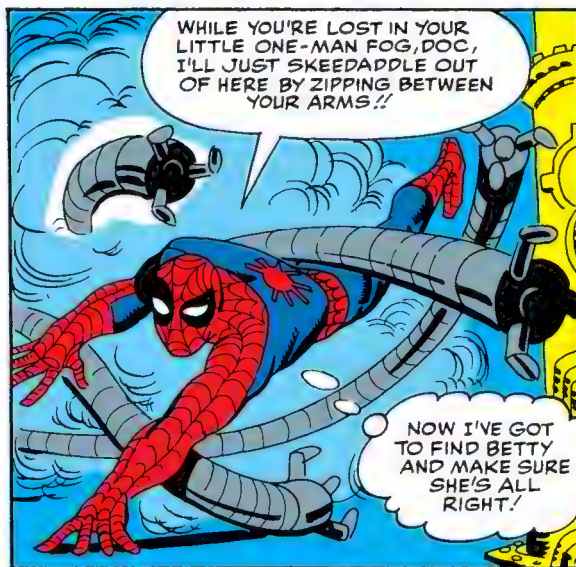
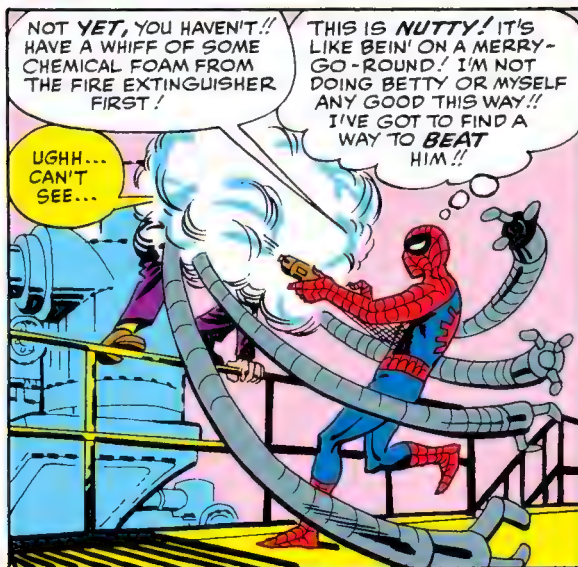
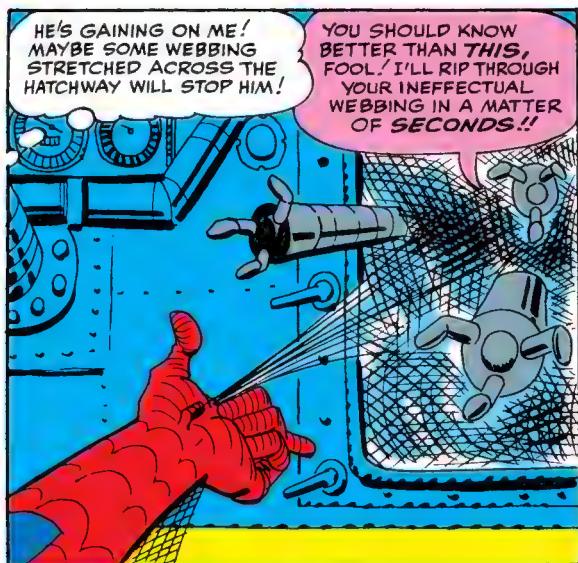
I'LL GET YOU, GAXTON! THERE'S NO PLACE ON EARTH YOU CAN RUN TO NOW!!

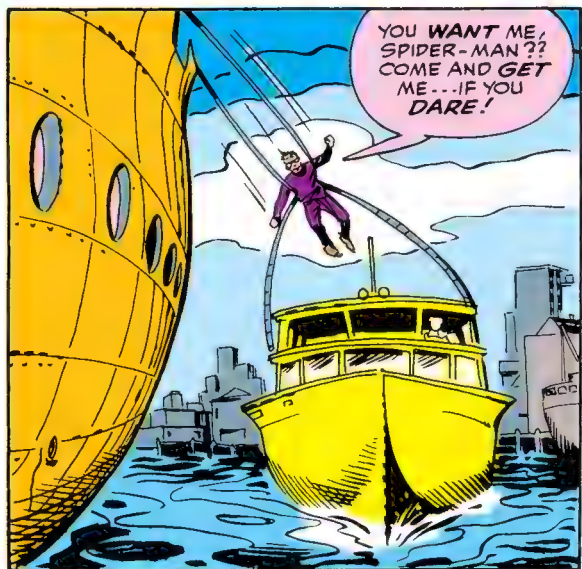
BLAST YOU!! YOU'VE RUINED EVERYTHING... BUT I'M NOT FINISHED YET!!

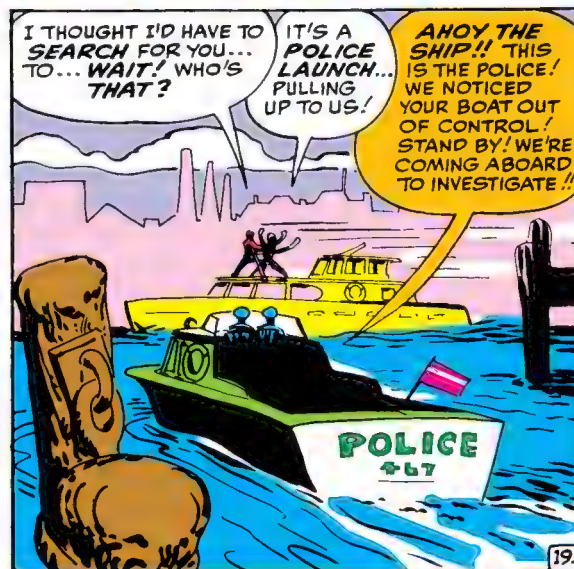
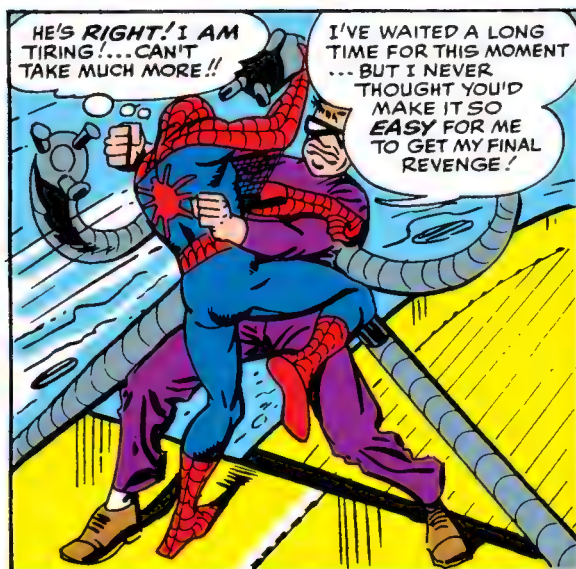
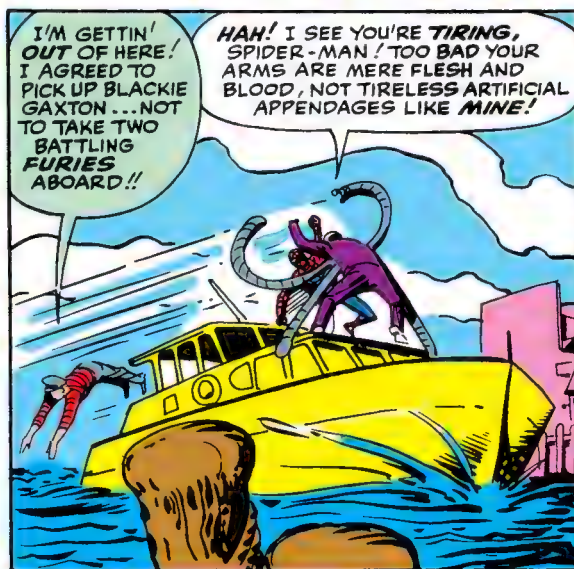
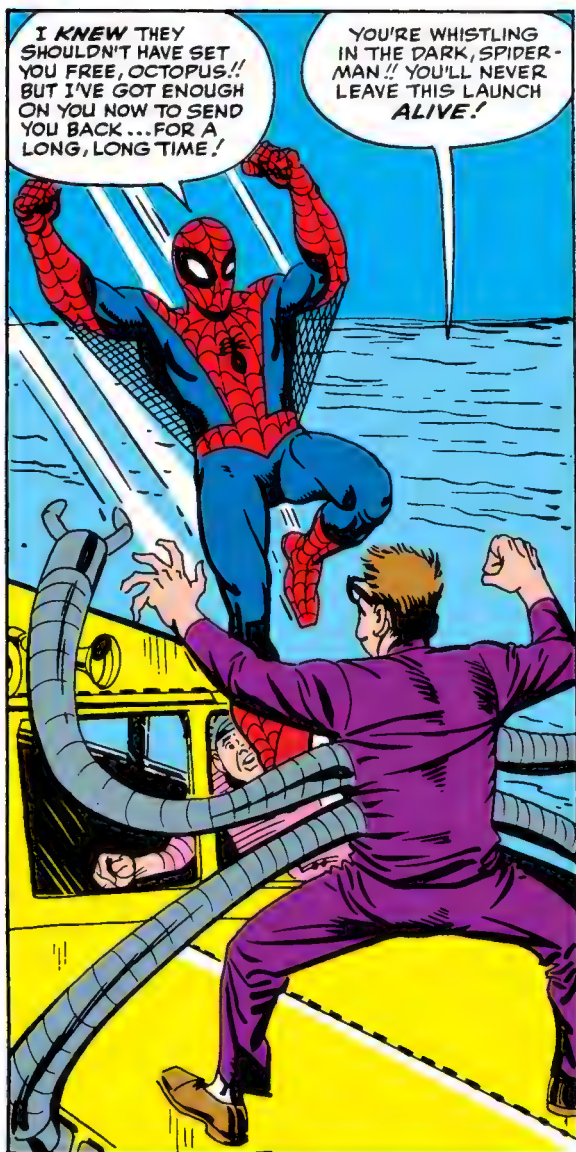


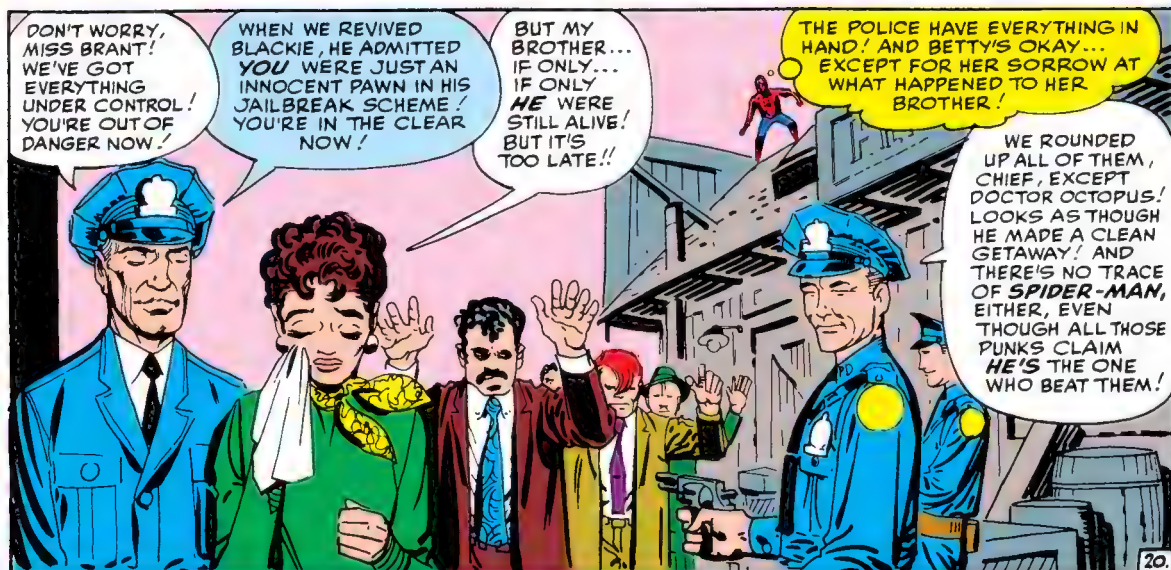
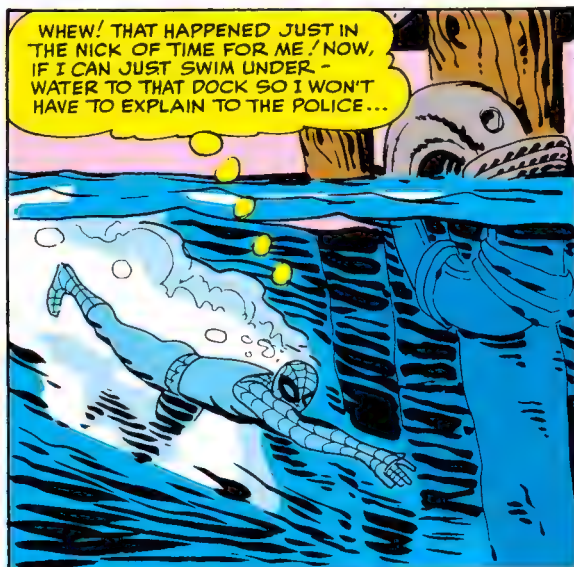
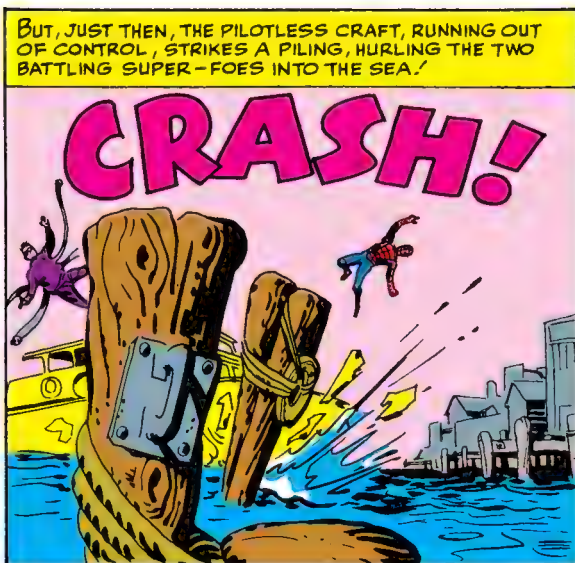


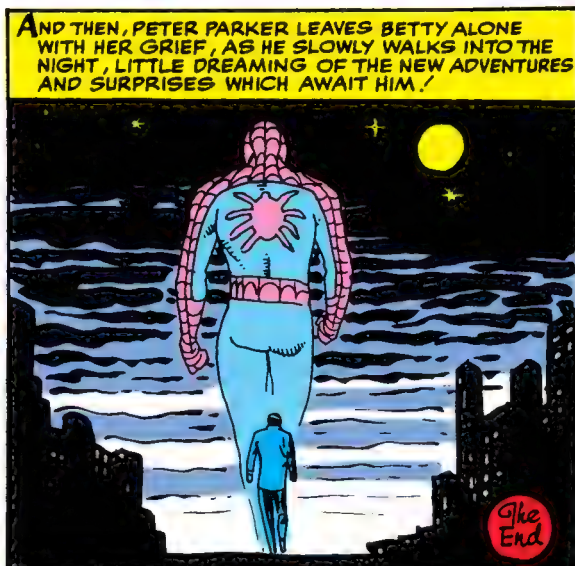
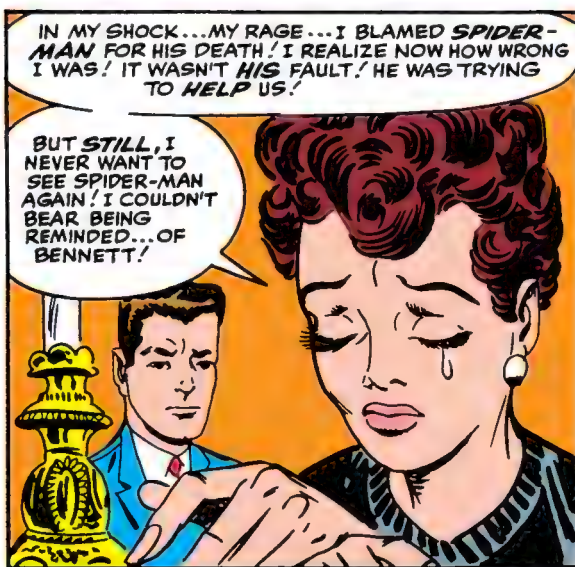
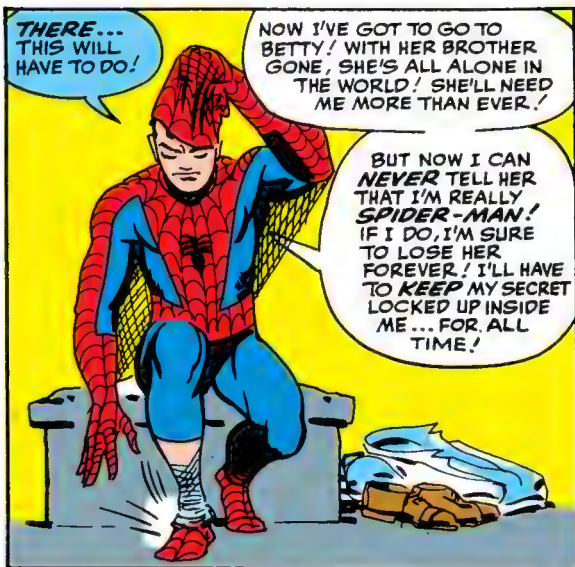


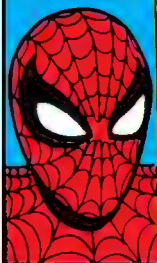












MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

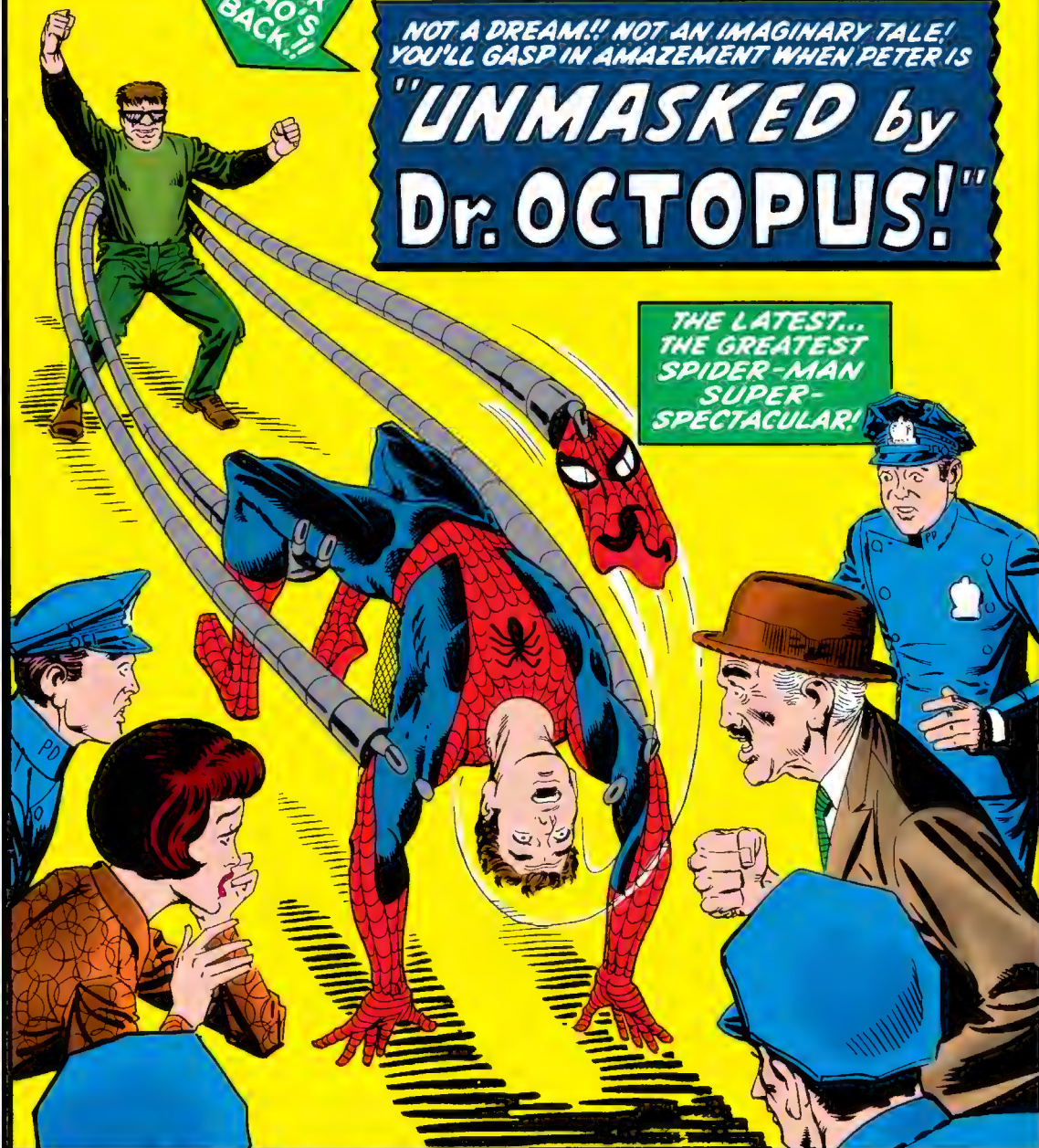
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MAY

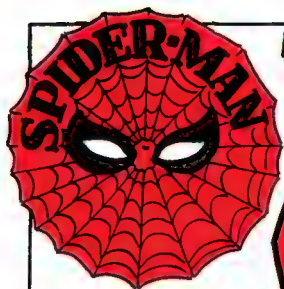
LOOK
WHO'S
BACK!!

NOT A DREAM!! NOT AN IMAGINARY TALE!
YOU'LL GASP IN AMAZEMENT WHEN PETER IS

"UNMASKED by Dr. OCTOPUS!"

THE LATEST...
THE GREATEST
SPIDER-MAN
SUPER-
SPECTACULAR!





"UNMASKED BY Dr. OCTOPUS!"

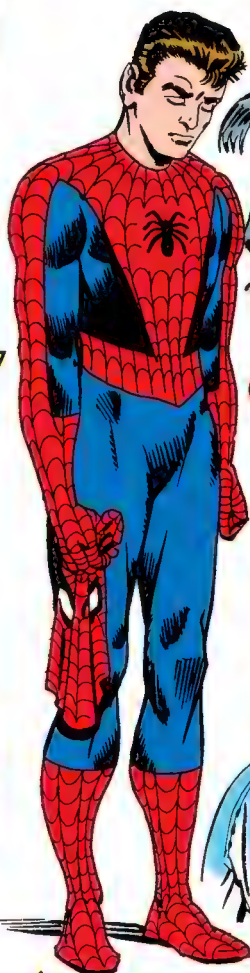
1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...



3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSE OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!



YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU WILL!



WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO

LETTERED IN A COMFORTABLE ROOM BY: ART SIMKE

AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

WEATHER
80°-70°
B, C, D, E

DAILY BUGLE

THU JUL 10 1963

FINAL
EDITION

DR. OCTOPUS ESCAPES FROM SPIDER-MAN!



SPIDER-MAN... OVERRATED CRIME-FIGHTER!

PHILADELPHIA, PA. (I.P.)

ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!

HOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO USURP THE SIGHTING OUT OF ALL THE POLICE IN ALL THE ENTIRE DISTRICT OF...



DR. OCTOPUS... STILL AT LARGE!

READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...



IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I QUIT! NOBODY COULD WORK FOR A TYRANT LIKE YOU!



THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

WAIT! YOU CAN'T DO THIS! I NEED A SECRETARY! COME BACK!

YOU DON'T NEED A SECRETARY--YOU NEED A PSYCHIATRIST!



HAMPH! BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES! JUST BECAUSE I SHOUTED AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL WANT ME?

BETTY BRANT! IF I WANT YOU?? DON'T JUST STAND THERE, GIRL--GET TO WORK!



NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO SEE HER--TO TALK TO HER...

MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

NO! I HAVEN'T SEEN HIM! HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ELSE I GET STUCK WITH!



MINUTES LATER...

BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...

OUT, PARKER! THIS IS AN OFFICE, NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE NEWS PHOTOS FOR ME, AND NOT BEFORE! NOW GET!

I'LL SEE YOU LATER, PETER! CALL ME AT HOME!

MEANWHILE, AT DIFFERENT PLACES THROUGHT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME **DR. OCTOPUS** ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!

EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!

EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!

I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT **SPIDER-MAN** WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!

I **KNOW** I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE **GOT** TO FORCE HIM TO FIGHT ME AGAIN!

BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE-- ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND **HIM**!

AND WHY **HASN'T** SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...

YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO **ANYWAY!**

THE NEXT DAY...

OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN-- **SAY!** I WONDER WHAT THE KIDS ARE READING ABOUT?

HOW DO YOU LIKE **THIS**? THE DAILY BUGLE IS **STILL** WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!

THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE **HIM** TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY **IS?**

LOOK, THE BUGLE EVEN HAS A PICTURE OF A SPIDER, TRYING TO SHOW HOW DANGEROUS THEY ARE, AND CLAIMING THAT **SPIDER-MAN** MUST BE DANGEROUS, TOO!

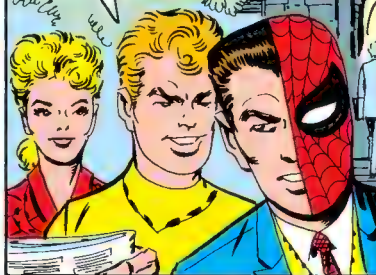
HERE COMES BOOK-WORM PARKER, LET'S SEE WHAT **HE** KNOWS ABOUT SPIDERS!



I'VE GOT TO BE CAREFUL NOT TO SAY ANYTHING THAT'LL MAKE THEM SUSPECT MY REAL IDENTITY!

I **HATE** SPIDERS! THEY'RE SUCH UGLY, ICKY-LOOKING THINGS! I'D RATHER NOT EVEN **TALK** ABOUT THEM!

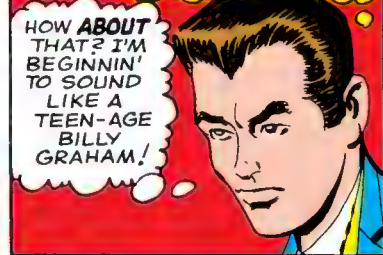
KNOW WHAT I LIKE ABOUT YOU, PARKER? YOU'RE SUCH A RUGGED, FEARLESS HE-MAN!



C'MON, GANG! THERE'S THE BELL FOR CLASS!

SOMEONE TAKE PARKER'S ARM! HE MAY STEP ON AN ANTHILL AND FAINT DEAD AWAY!

GO AHEAD, **LAUGH**, YOU BIRD-BRAINED CLOWN! SOMEDAY EVERYONE WILL REALIZE THAT IT'S ONLY THE PEOPLE WHO ARE INFERIOR **THEMSELVES** THAT KEEP PICKING ON OTHERS!



HOW ABOUT THAT? I'M BEGINNIN' TO SOUND LIKE A TEEN-AGE BILLY GRAHAM!

NOT LONG AFTERWARDS, BETTY BRANT RECEIVES A MYSTERIOUS PHONE CALL...

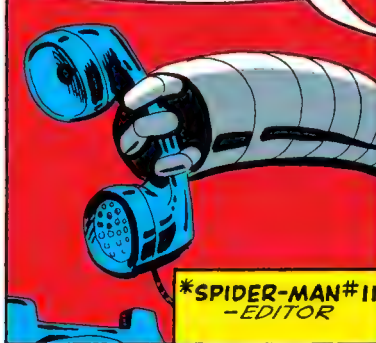


YES, THIS IS SHE! HELLO? WHO'S THERE?

HELLO? WHY DON'T YOU ANSWER--??

AND, AT THE OTHER END OF THE WIRE...

GOOD! NOW THAT I KNOW SHE IS BACK WORKING FOR THE DAILY BUGLE, I'LL BE ABLE TO USE **HER** AS BAIT TO CATCH SPIDER-MAN! HE RISKED HIS LIFE TO HELP HER ONCE BEFORE... SO WHY NOT AGAIN? *



*SPIDER-MAN#11 -EDITOR

HE HUNG UP! IT SOUNDED LIKE-- OH NO! THAT'S IMPOSSIBLE! IT **CAN'T** BE!

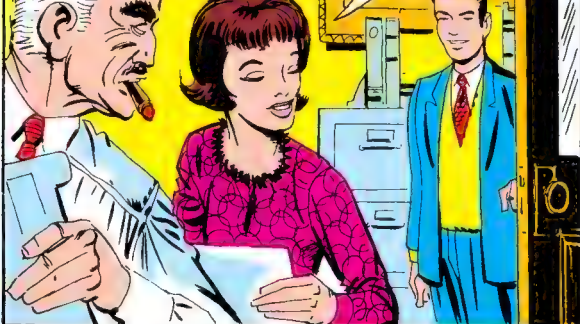


GET TO **WORK**, MISS BRANT! I DON'T PAY YOU TO DAY-DREAM!

THEN, TOWARDS THE END OF THE DAY...

YOU AGAIN?? I THOUGHT I TOLD YOU TO STAY OUT UNLESS YOU HAD SOME NEWS PHOTOS FOR ME!

SORRY, MR. JAMESON! I JUST CAME BY TO CALL FOR BETTY!

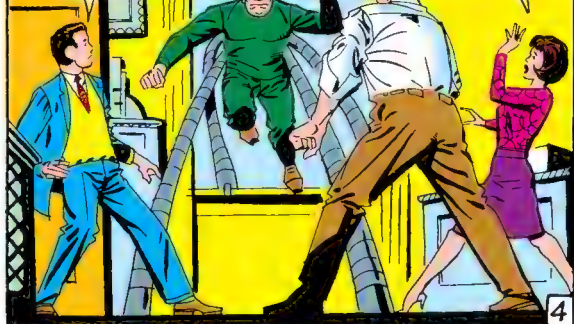


BE WITH YOU IN A MINUTE, PETER... SOON AS I FINISH THIS LETTER!

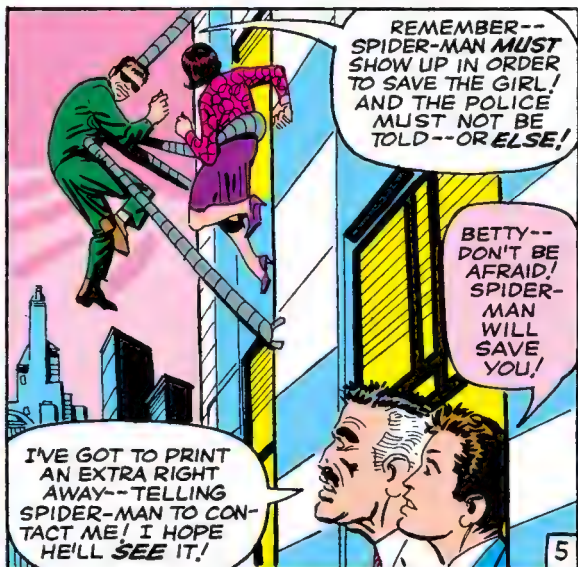
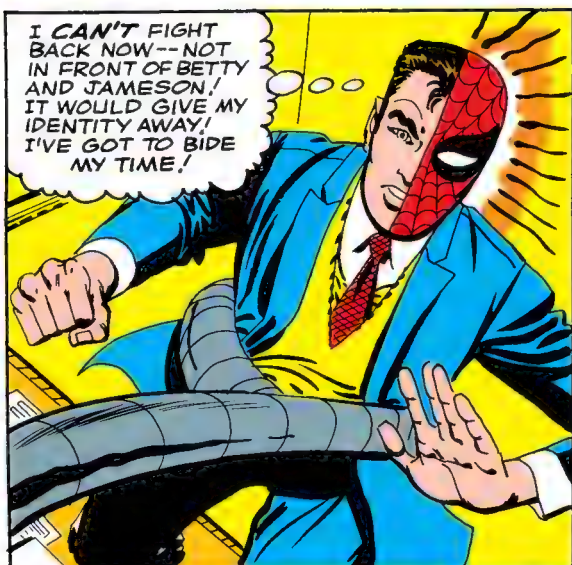
BUT SUDDENLY, A MOCKING, MENACING FORM APPEARS AT THE WINDOW...

I WOULDN'T HOLD MY BREATH WAITING IF I WERE YOU, SONNY! I'VE GOT **OTHER** PLANS FOR HER!

DOCTOR OCTOPUS! HERE IN NEW YORK!!



THEN-- IT **WAS** YOUR VOICE ON THE PHONE BEFORE!!

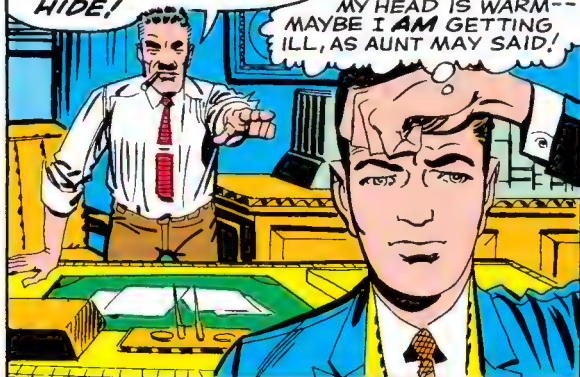


AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR **HIDE!**

DON'T WORRY-- **NOTHING** COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I **AM** GETTING ILL, AS AUNT MAY SAID!



BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO **SPIDER-MAN**, AND THEN...

MUST PRETEND I KNOW NOTHING ABOUT DOC OCK!

I SAW THE NOTICE IN YOUR PAPER, JAMESON! WHAT DO YOU WANT TO SEE ME ABOUT?

YOU!! TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!



THEN, AFTER JAMESON HAS EXPLAINED...

NOW FOR CONEY ISLAND! HEY-- I **MUST** BE SICK! I-- I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!



MEANWHILE...

EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTO-GRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE I'D BETTER GET TO CONEY ISLAND **MYSELF!**



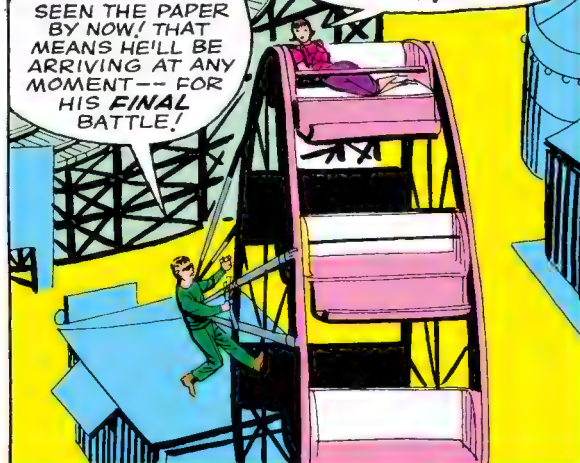
IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!



AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...

SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS **FINAL BATTLE!**

B-BUT WHAT IF HE DOESN'T SHOW UP?



THAT WILL BE TOO BAD, MY DEAR! FOR **YOU!** AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTO-GRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE 'WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!





THE PHOTOGRAPHER ISN'T HERE YET! HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!

PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!



AND, ENTERING THE PARK AT THAT MOMENT...

CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER! OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...

BUT I CAN'T LET IT STOP ME! I'VE GOT TO SAVE BETTY--GOT TO FIND DR. OCTOPUS...



IF ONLY I DIDN'T FEEL SO WEAK! IF I COULD JUST LIE DOWN FOR--

WAIT! THERE HE IS! I'VE GOT TO GO THRU WITH IT NOW!



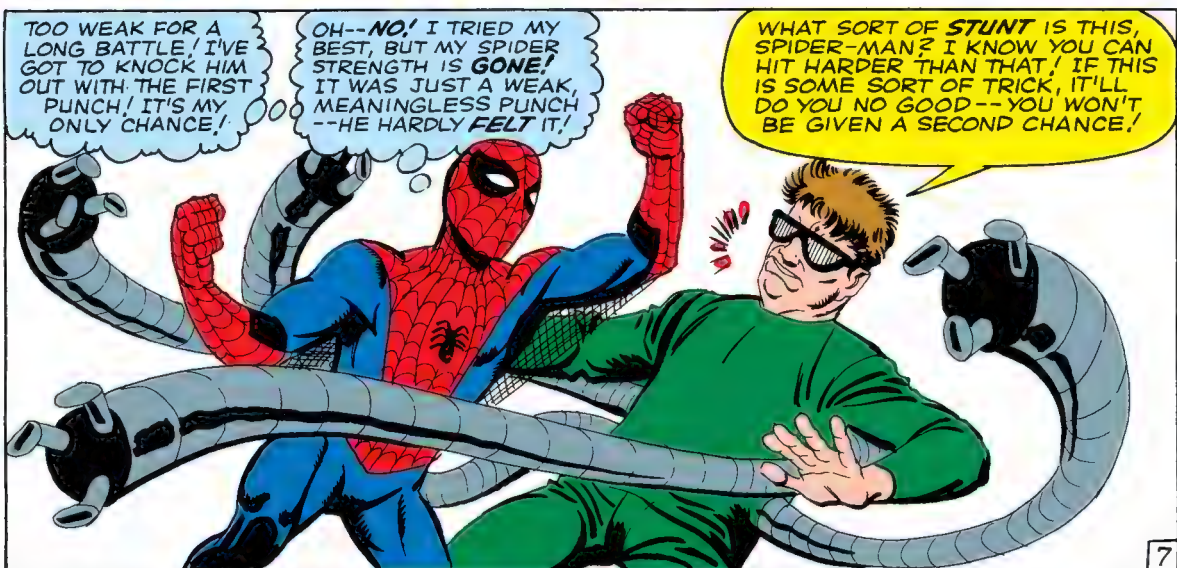
I DID IT! I'M FREE! NOW IF I CAN, JUST REACH THE STREET IN TIME...

SO! YOU THINK YOU CAN ESCAPE ME, DO YOU! THIS TIME I SHALL NOT BE SO FORGIVING!



HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!

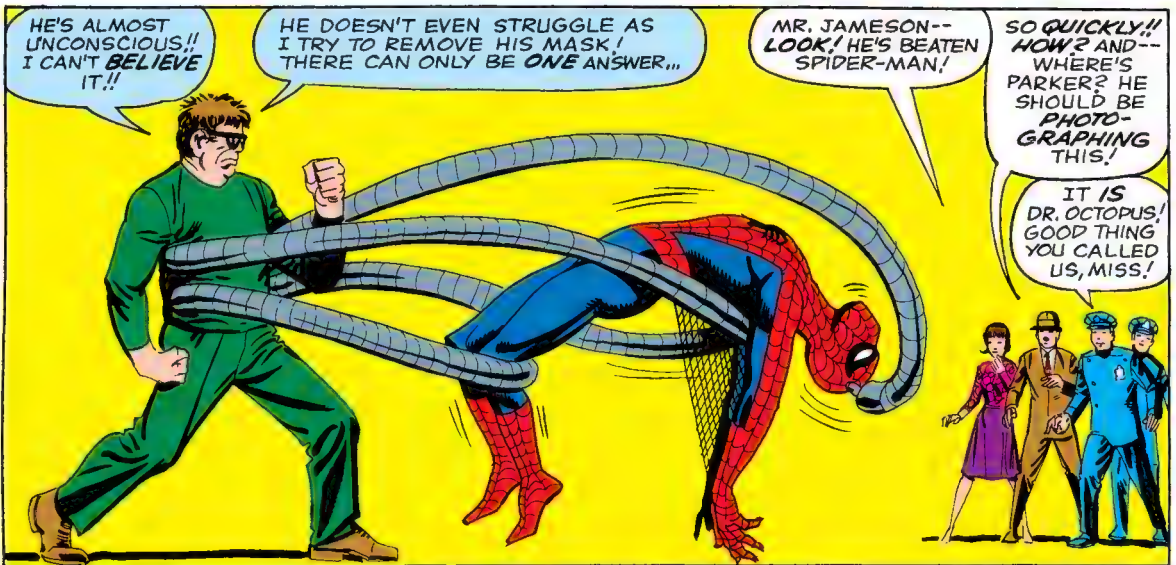
HOLD IT, OCTOPUS! I'M THE ONE YOU WANT--AND NOW I'VE GOT YOU!

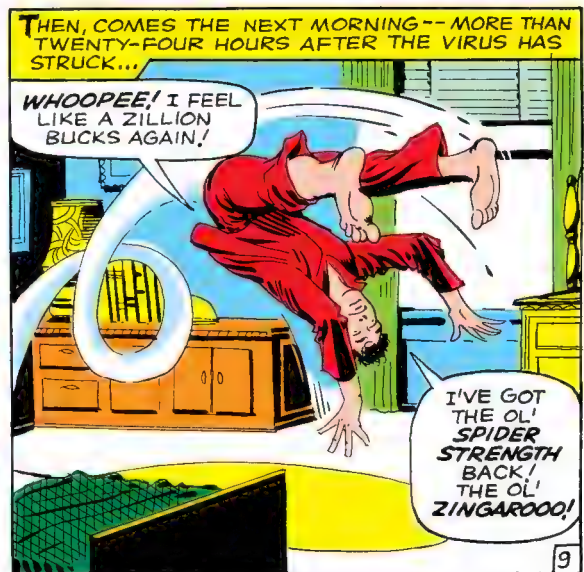
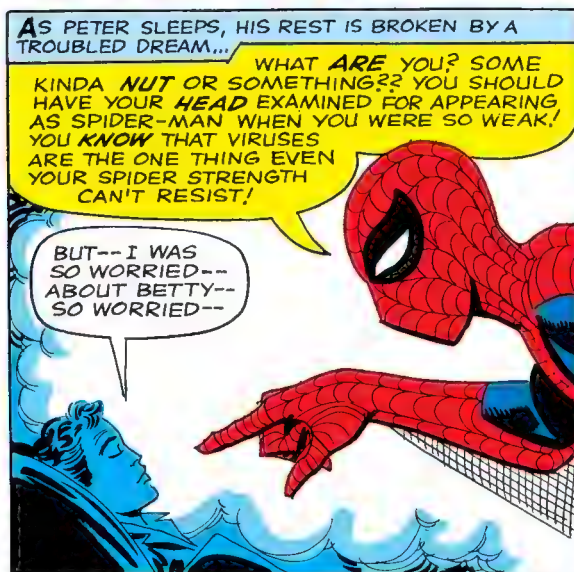
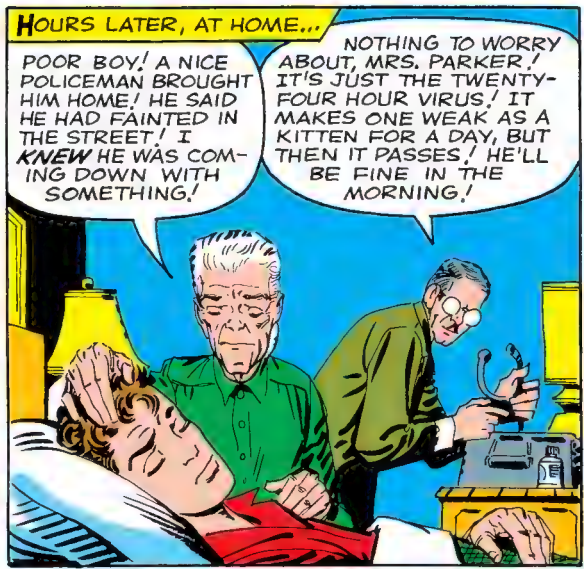


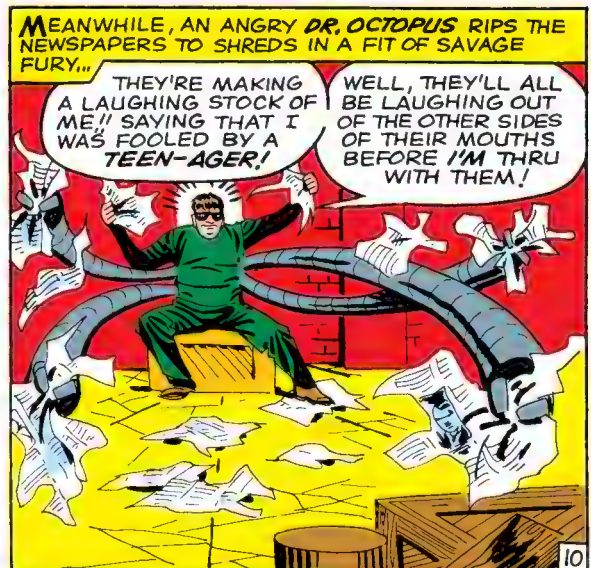
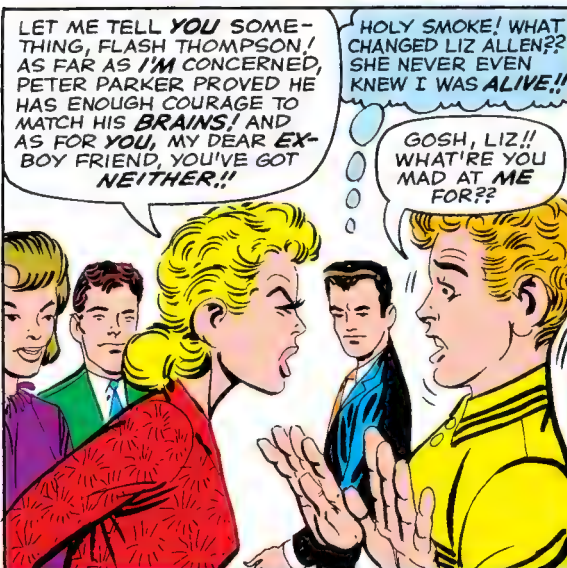
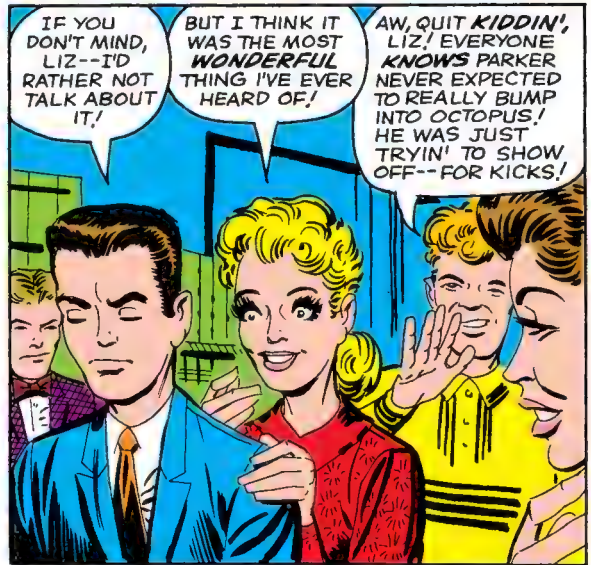
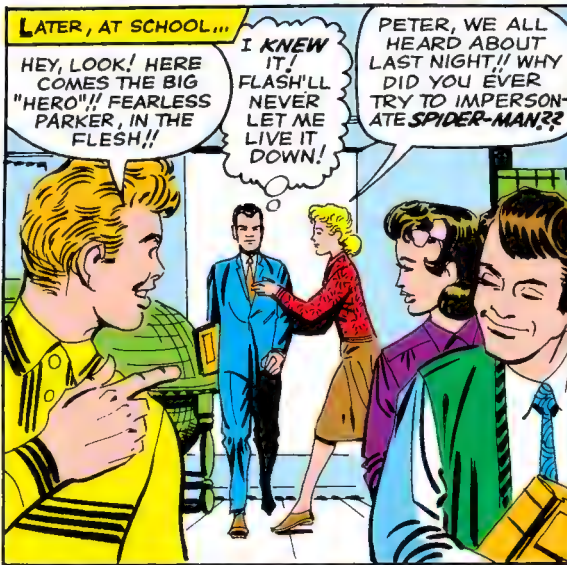
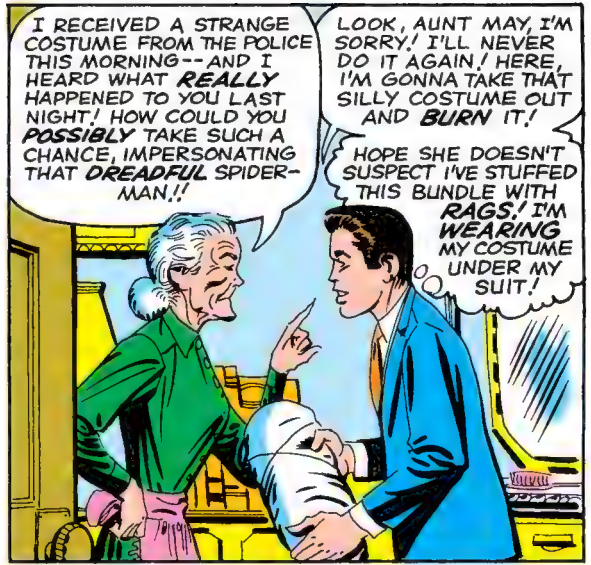
TOO WEAK FOR A LONG BATTLE, I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!

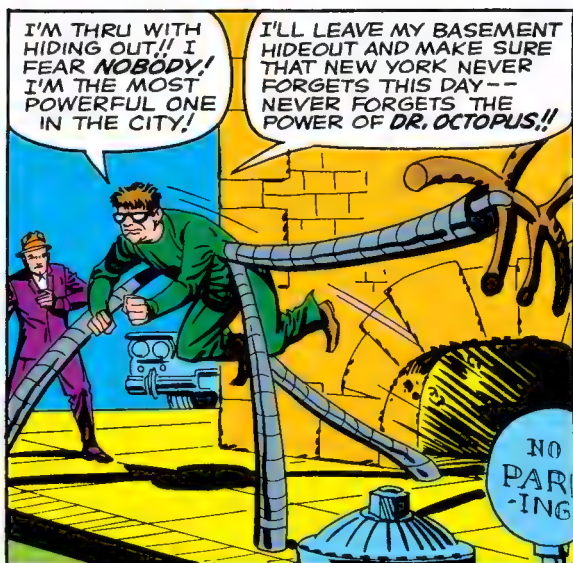
OH--NO! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS GONE! IT WAS JUST A WEAK, MEANINGLESS PUNCH--HE HARDLY FELT IT!

WHAT SORT OF STUNT IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!





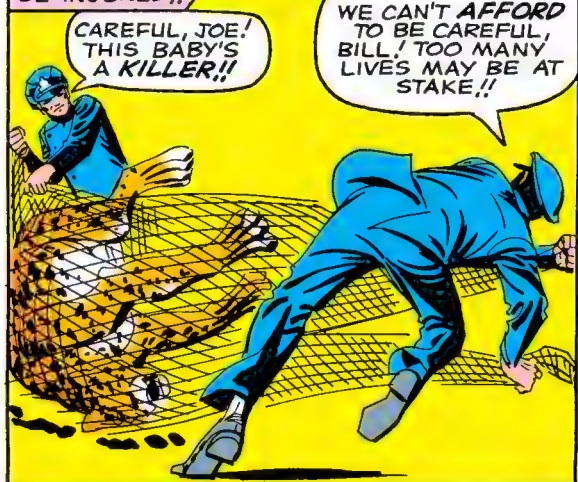




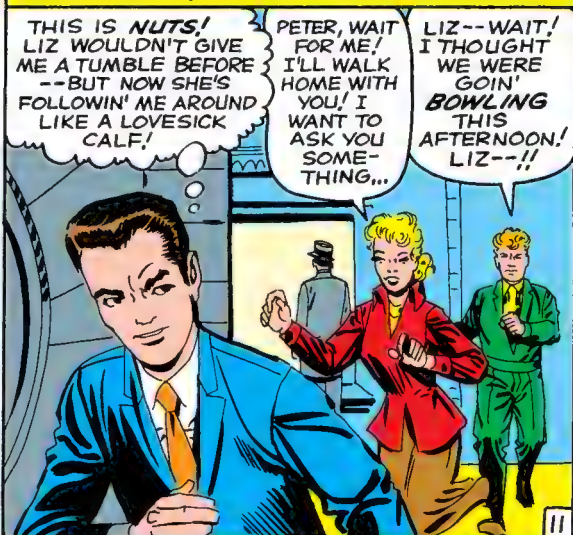
LATER, AT THE OUTSKIRTS OF THE ZOO...



WITHIN SECONDS, THE POLICE ARE ON THE SCENE, WORKING VALIANTLY TO TRAP THE RAMPAGING BEASTS BEFORE ANYONE CAN BE INJURED!!



MEANWHILE, A SHORT DISTANCE AWAY...



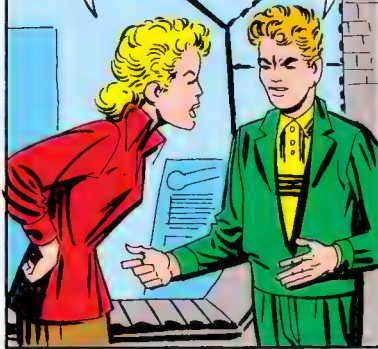
THEN, QUICKLY ROUNDING A CORNER, THE AMAZING TEEN-AGER MOVES LIKE A STREAK...



NO ONE'S LOOKING! NOW'S MY CHANCE!

PETE'S GONE! I LOST HIM!

FLASH THOMPSON! I'LL THANK YOU TO STOP FOLLOWING ME!



BUT, LIZ, YOU CAN'T BE SERIOUS ABOUT PUNY PARKER!! HE'S NOT YOUR TYPE! YOU USED TO SAY SO YOURSELF!

WELL, PERHAPS I'VE GROWN MATURE ENOUGH TO REALIZE A BOY NEEDS **MORE** THAN A FOOTBALL LETTER TO REALLY BE A MAN!

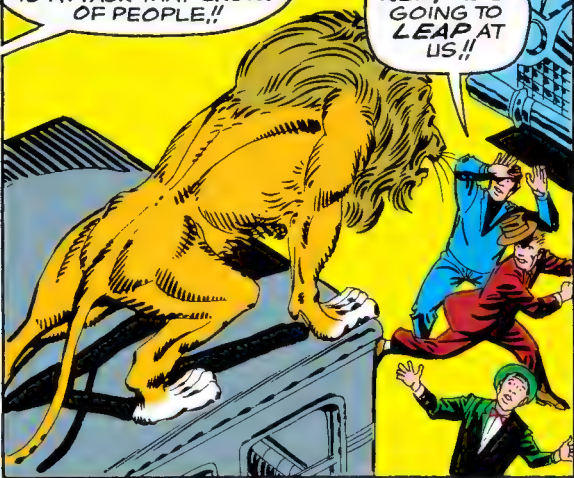
SAY-- WHAT'S ALL THAT SHOUTING UP AHEAD! I'D BETTER HAVE A LOOK!



WOW! THAT LION MUST HAVE ESCAPED FROM THE ZOO! IT'S ABOUT TO ATTACK THAT CROWD OF PEOPLE!!

A LION!! HELP!

RUN! HE'S GOING TO LEAP AT US!!



I'VE NEVER FOUGHT ANYTHING LIKE **THIS** BEFORE-- BUT THERE'S ALWAYS A **FIRST** TIME!!

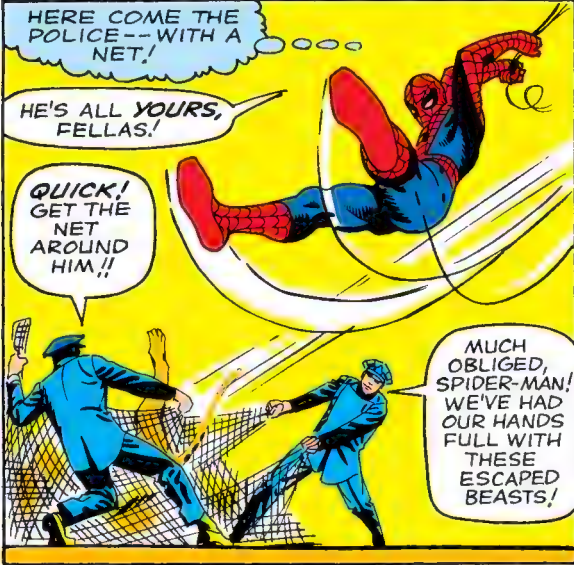


HERE COME THE POLICE-- WITH A NET!

HE'S ALL **YOURS**, FELLAS!

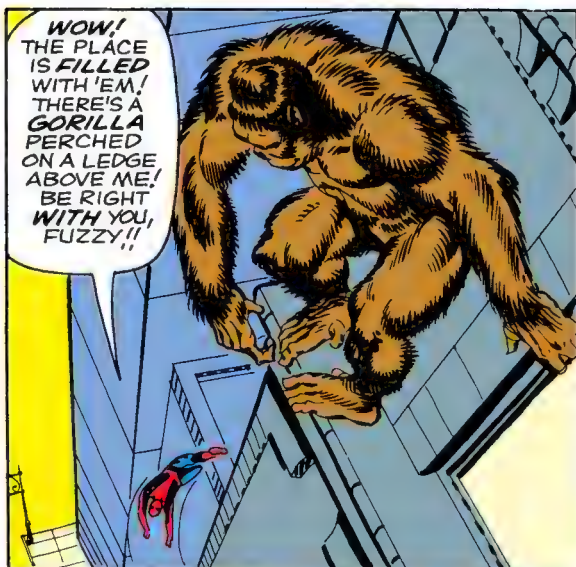
QUICK! GET THE NET AROUND HIM!!

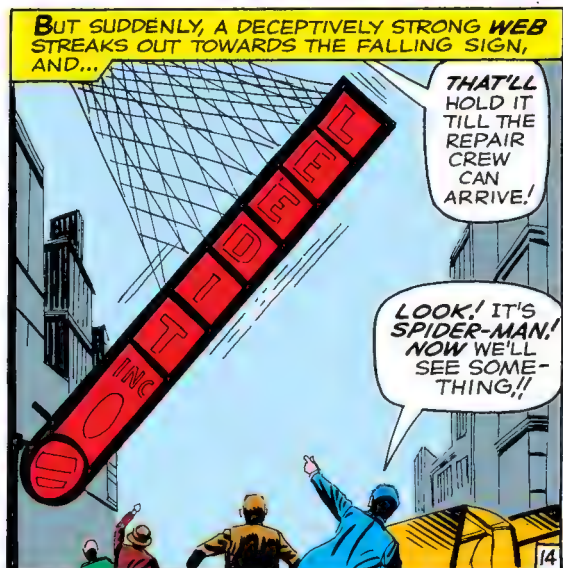
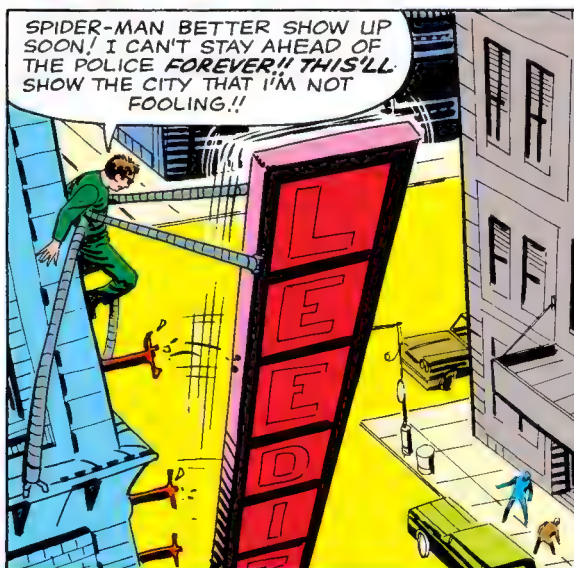
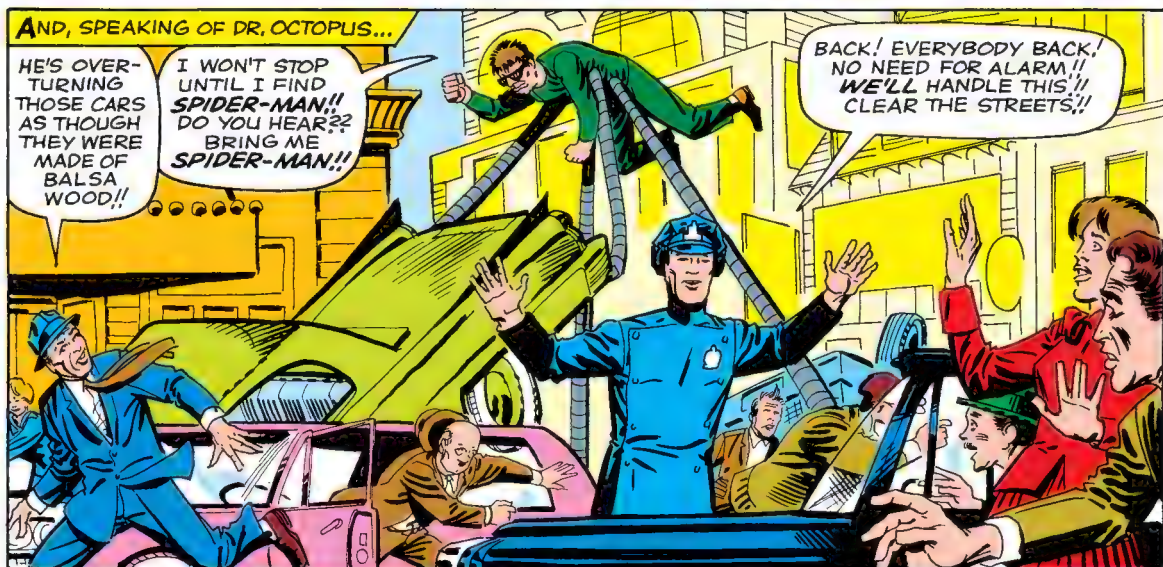
MUCH OBLIGED, SPIDER-MAN! WE'VE HAD OUR HANDS FULL WITH THESE ESCAPED BEASTS!



ESCAPED BEASTS?? THAT MEANS THERE'S **MORE**!! UH OH!! HERE'S ANOTHER ONE **NOW**!







WATCHING FROM A WINDOW AT THE **DAILY BUGLE** BUILDING, WE FIND --

WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN!!

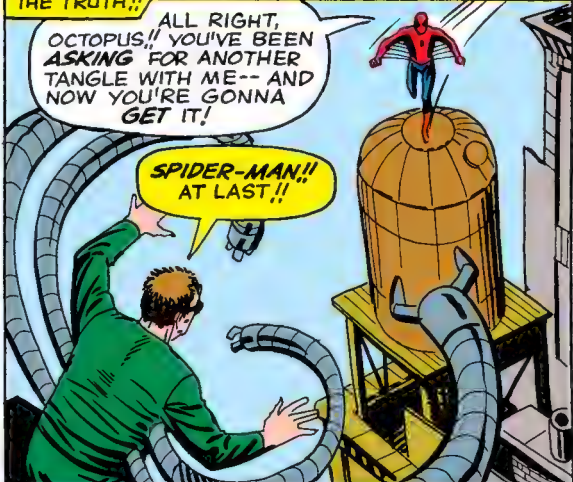
DON'T SAY THAT, MR. JAMESON! IT **MUSTN'T** BE PETER--IT JUST **MUSTN'T**!!



BUT JAMESON AND BETTY BRANT ARE **BOTH** RIGHT! IT **IS** THE REAL SPIDER-MAN... AND IT'S **ALSO** PETER PARKER--ALTHOUGH **THIS** TIME NOBODY SUSPECTS THE TRUTH!!

ALL RIGHT, OCTOPUS!! YOU'VE BEEN **ASKING** FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA **GET** IT!

SPIDER-MAN!! AT LAST!!



THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!

WHAT DO YOU MEAN **THIS** TIME?? A FLORENCE NIGHTINGALE YOU'VE **NEVER** BEEN!



AND, A FEW STORIES BELOW--

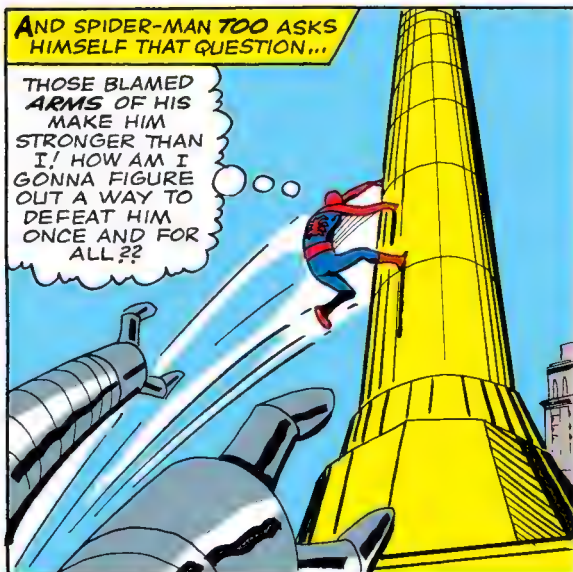
BLAST HIM! THAT'S THE **REAL** SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE **NERVE** TO SOAK ME THAT WAY!

OHH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER --SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??



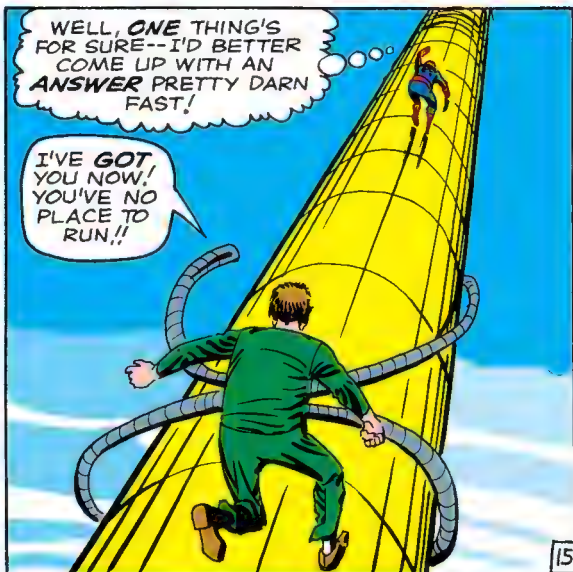
AND SPIDER-MAN **TOO** ASKS HIMSELF THAT QUESTION...

THOSE **BLAMED** **ARMS** OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??



WELL, **ONE** THING'S FOR SURE--I'D BETTER COME UP WITH AN **ANSWER** PRETTY DARN FAST!

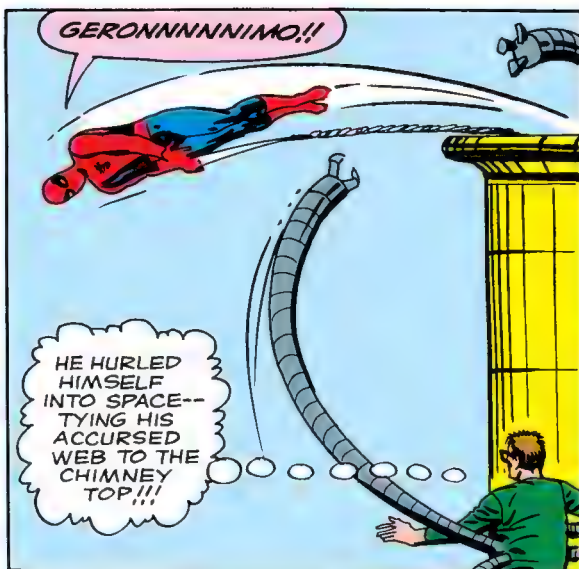
I'VE **GOT** YOU NOW! YOU'VE NO PLACE TO RUN!!





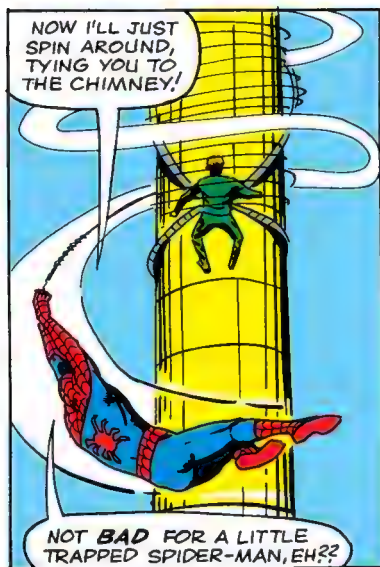
I CAN AFFORD TO TAKE MY TIME--TO RELISH THIS MOMENT--YOU'RE COMPLETELY TRAPPED!

THINK SO?? THEN JUST WATCH THIS--



GERONNNNN/NO!!

HE HURLED HIMSELF INTO SPACE-- TYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!



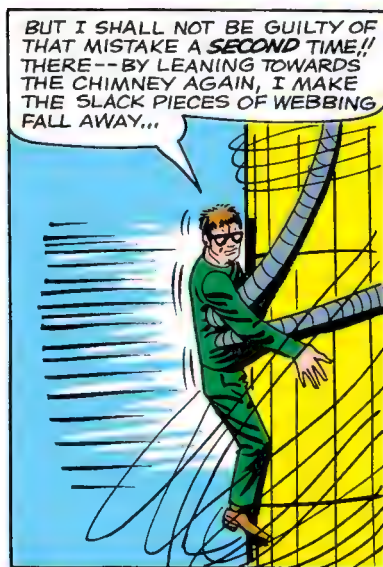
NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!

NOT **BAD** FOR A LITTLE TRAPPED SPIDER-MAN, EH??

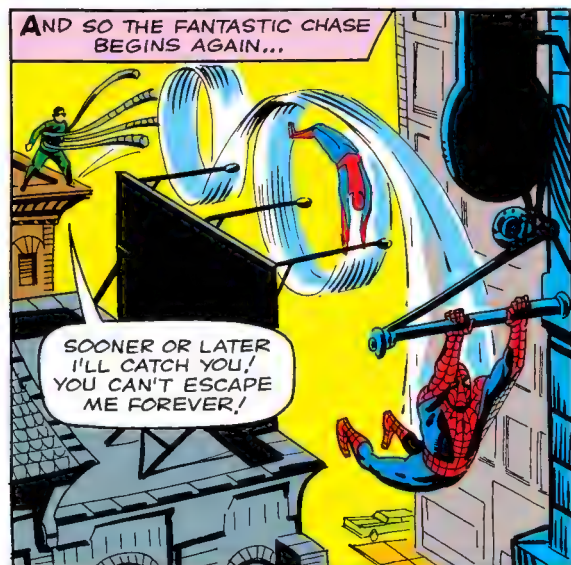


BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...

APPARENTLY I HAVE **UNDERESTIMATED** MY FAST-MOVING FOE...



BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A **SECOND** TIME!! THERE-- BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...



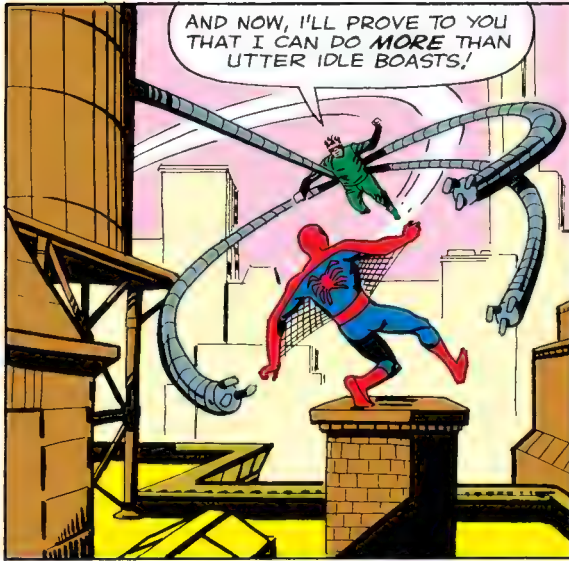
AND SO THE FANTASTIC CHASE BEGINS AGAIN...

SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!



THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT-- AND I'M VIRTUALLY TIRELESS!!

GUESS YOU'RE RIGHT, OCK! IF ALL YOUR **BOASTING** DOESN'T TIRE YOU OUT, I GUESS **NOTHING** WILL!

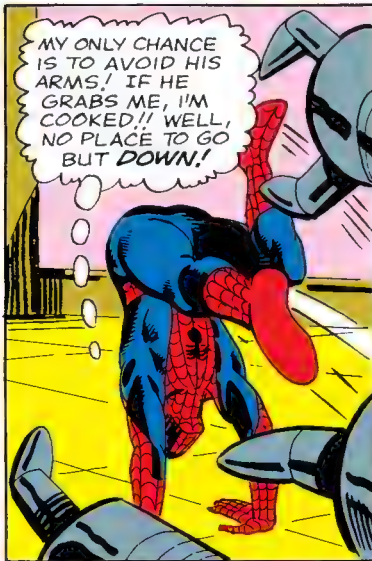


AND NOW, I'LL PROVE TO YOU THAT I CAN DO **MORE** THAN UTTER IDLE BOASTS!

TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!



THIS IS ONLY THE **BEGINNING**, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!



MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT **DOWN**!



IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!

THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!



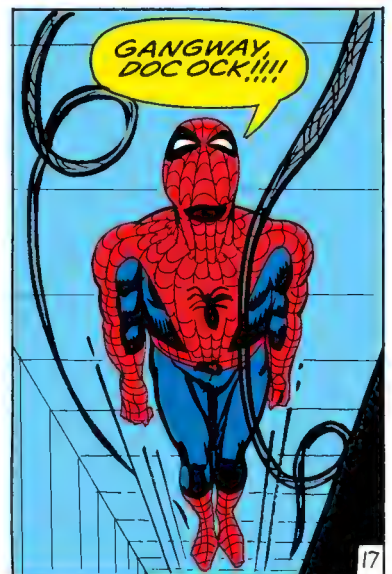
I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!



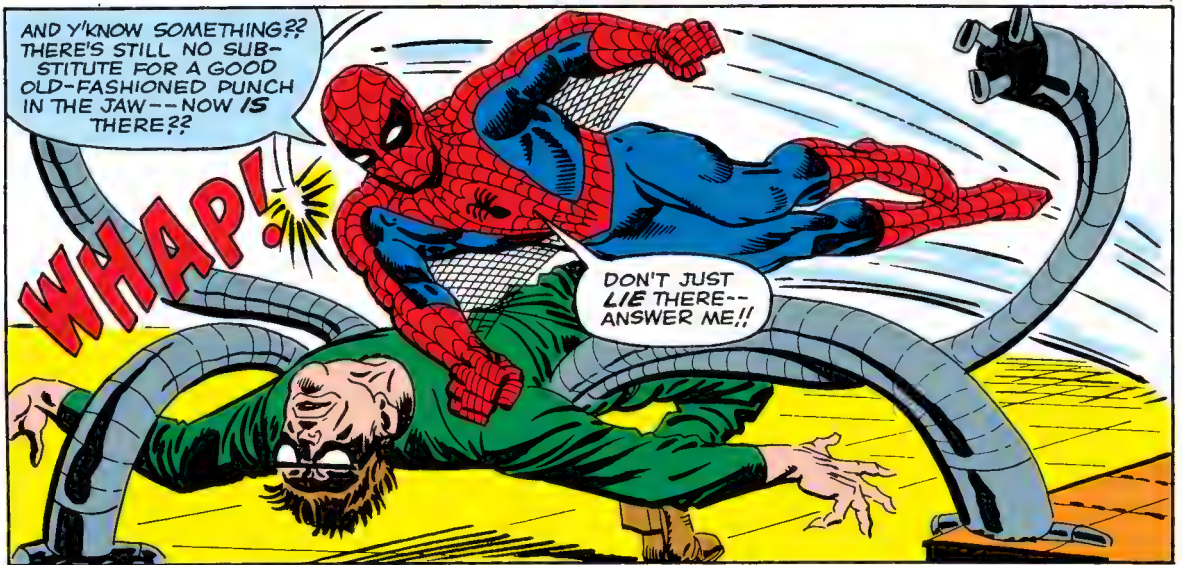
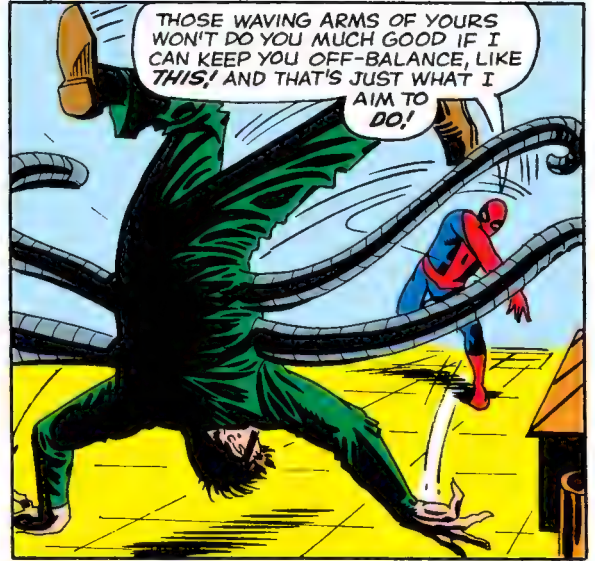
IT'S NO GOOD! HE KNOWS I'M HERE! BUT **WAIT**-- THIS IS MY CHANCE TO **ATTACK**-- NOW, WHEN HE THINKS I'M TRAPPED!!!

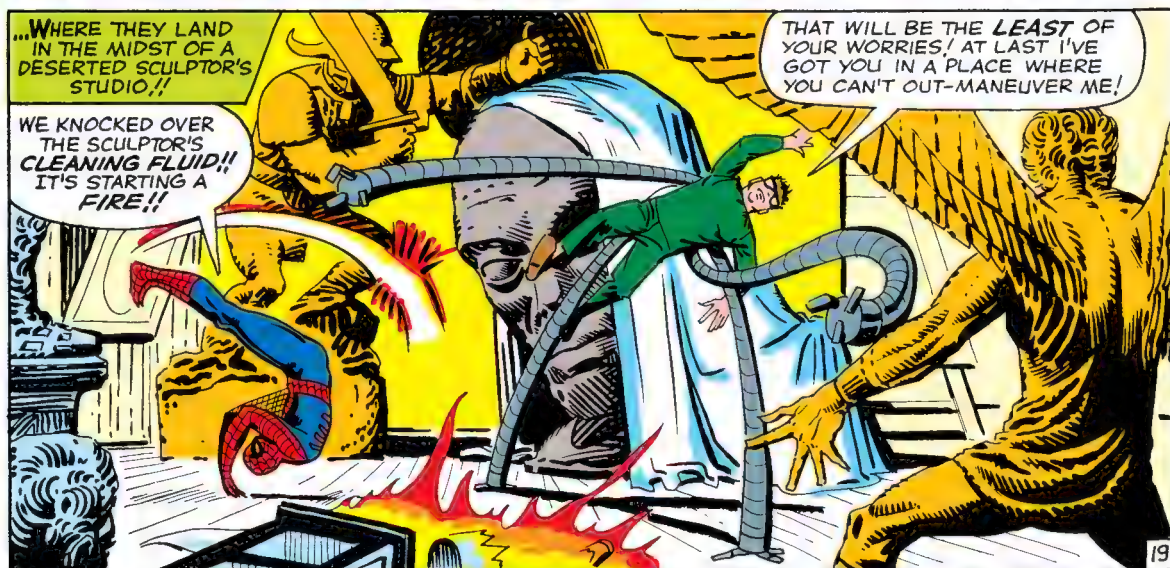
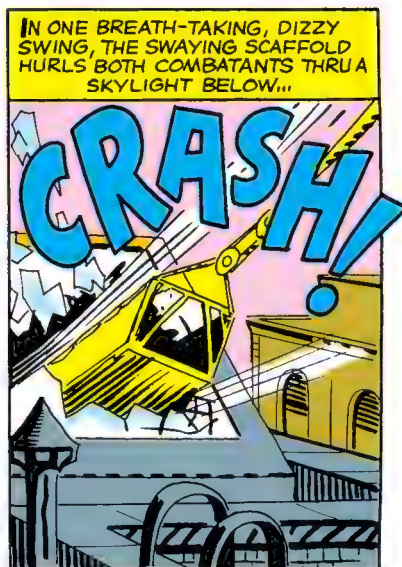
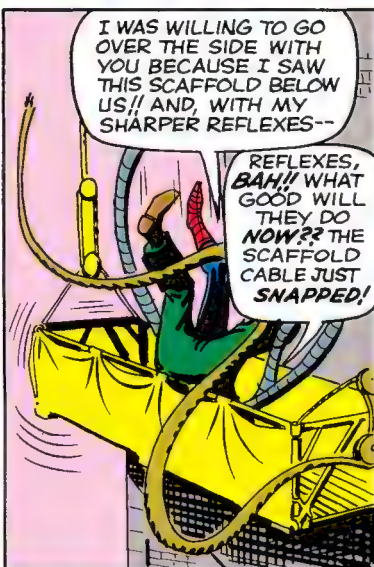
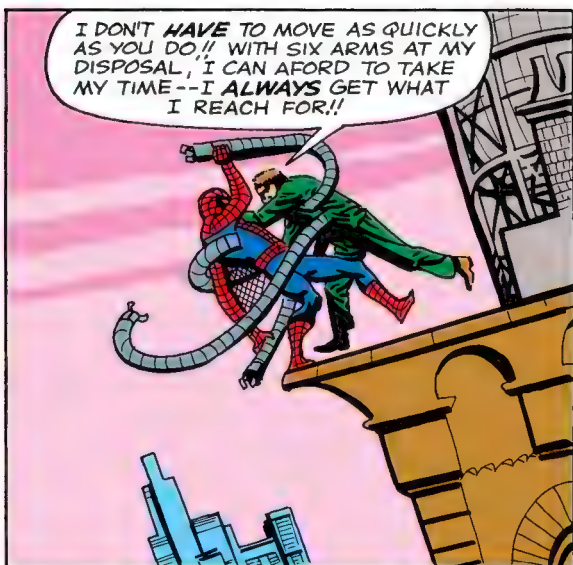


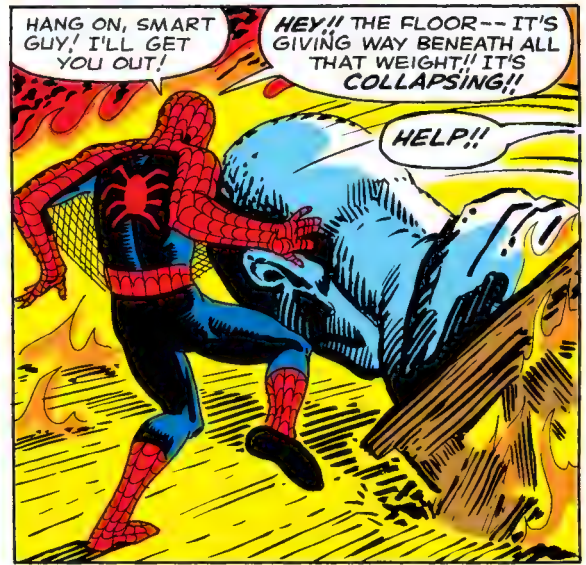
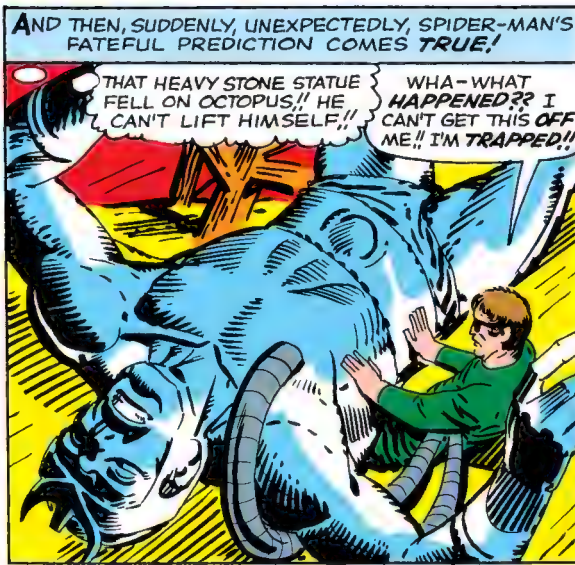
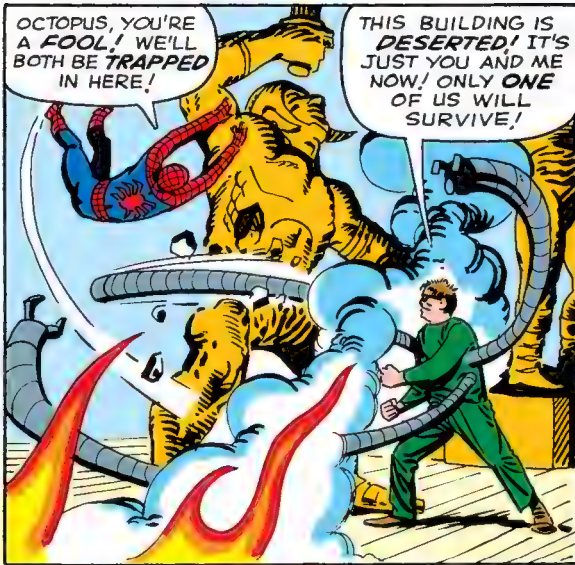
I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...

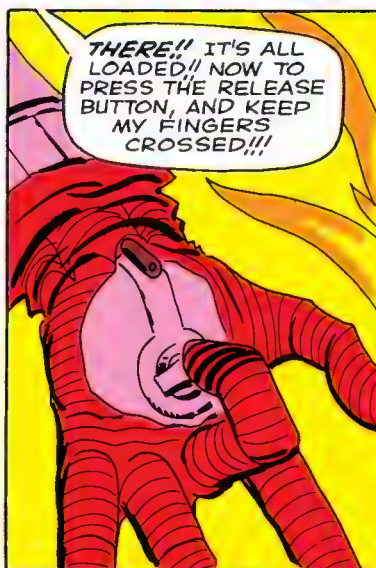
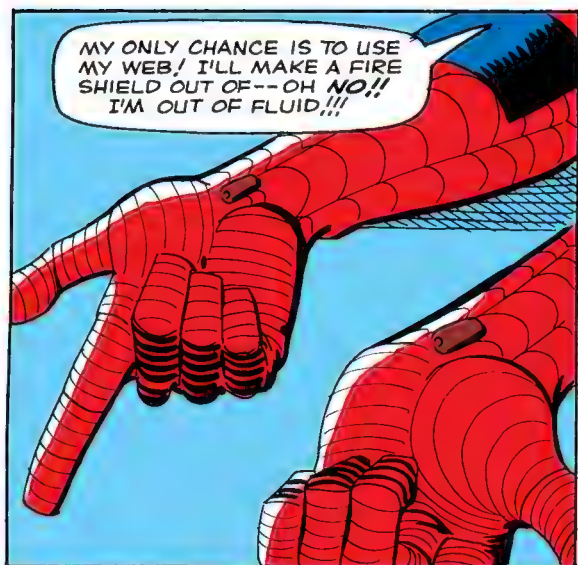


GANGWAY, DOC OCK!!!!

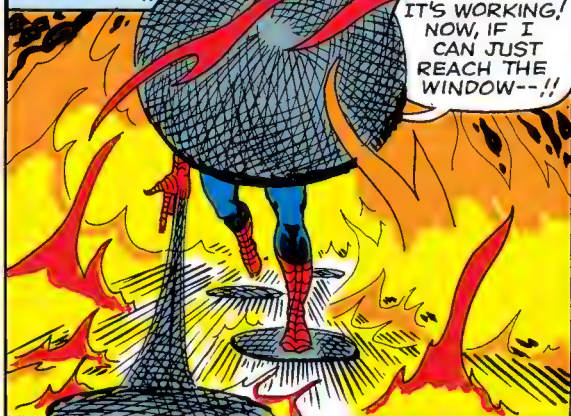


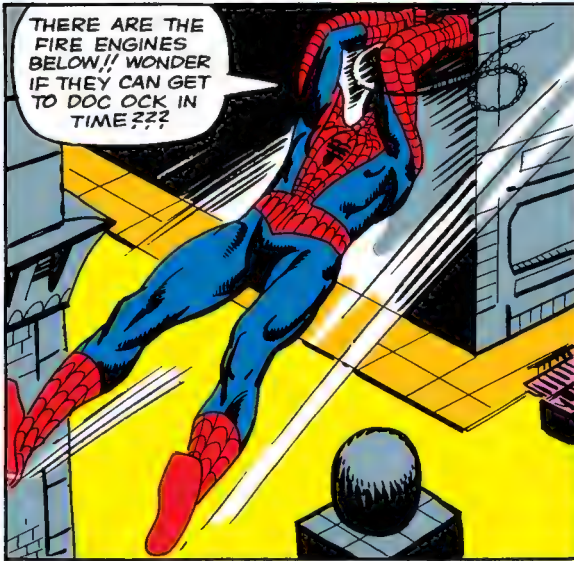




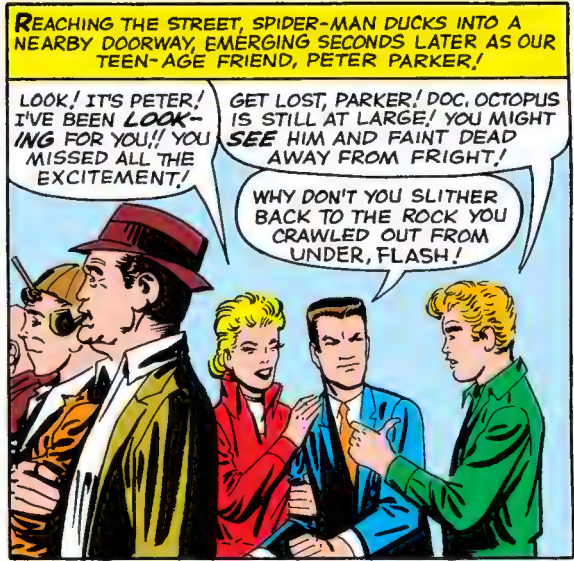


USING HIS AMAZING SPIDER-WEB LIKE A VIRTUOSO, PLAYING OUT JUST THE RIGHT AMOUNT OF FLUID AT JUST THE RIGHT SPLIT-SECOND, SPIDER-MAN MANAGES TO CREATE A FLAME-PROOF UMBRELLA FOR HIS HEAD, PLUS SOME SECTIONS OF WEBBING TO USE AS STEPPING STONES FOR HIS RACING FEET!!





THERE ARE THE FIRE ENGINES BELOW!! WONDER IF THEY CAN GET TO DOC OCK IN TIME ???



LOOK! IT'S PETER! I'VE BEEN **LOOK-ING** FOR YOU!! YOU MISSED ALL THE EXCITEMENT!

GET LOST, PARKER! DOC. OCTOPUS IS STILL AT LARGE! YOU MIGHT **SEE** HIM AND FAINT DEAD AWAY FROM FRIGHT!

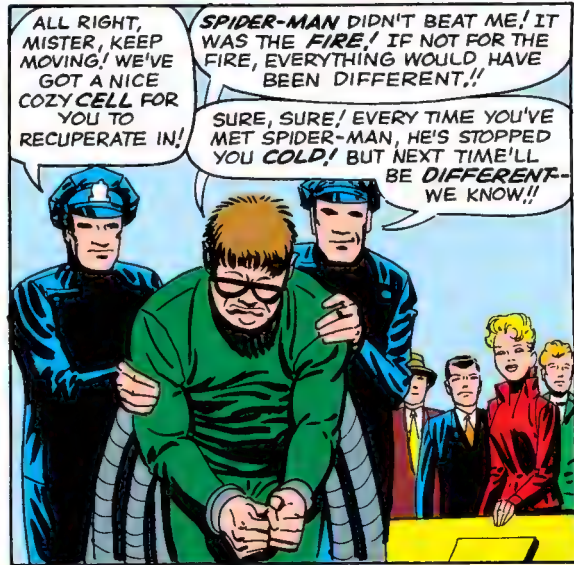
WHY DON'T YOU SLITHER BACK TO THE ROCK YOU CRAWLED OUT FROM UNDER, FLASH!



HEY! THERE'S **DOCTOR OCTOPUS!!** HE LOOKS HALF DEAD!

HE'S ALL YOURS, PAL! WE DON'T WANT HIM!

WELL, **WE** DO! WE'VE BEEN **'ITCHIN'** TO GET OUR HANDS ON THIS CHARACTER!



ALL RIGHT, MISTER, KEEP MOVING! WE'VE GOT A NICE COZY CELL FOR YOU TO RECUPERATE IN!

SPIDER-MAN DIDN'T BEAT ME! IT WAS THE **FIRE!** IF NOT FOR THE FIRE, EVERYTHING WOULD HAVE BEEN DIFFERENT!!

SURE, SURE! EVERY TIME YOU'VE MET **SPIDER-MAN**, HE'S STOPPED YOU **COLD!** BUT NEXT TIME I'LL BE **DIFFERENT--** WE KNOW!!



NOW THEN, PETER, WHAT I **WANTED** TO ASK YOU WAS-- I'M HAVING A **PARTY** TONIGHT, AND...

SORRY, LIZ! NO CAN DO! I'VE GOT A DATE WITH A CERTAIN LITTLE BRUNETTE TONIGHT, EVEN THOUGH SHE MAY NOT KNOW IT YET!



I'M SURE **FLASH** WILL BE HAPPY TO GO INSTEAD OF ME! ALTHOUGH I KNOW HOW BORING IT MUST BE TO HAVE TO USE ALL THOSE ONE-SYLLABLE WORDS WHEN YOU **TALK** TO HIM! ANYWAY, YOU **DESERVE** EACH OTHER!

WHY, THAT CRUMMY--!!

DON'T SAY IT, FLASH! WE **RATED** THAT, AFTER THE WAY WE'VE ALWAYS TREATED PETER!



AND, LATER THAT NIGHT...

LUCKILY, I HAD THE AUTOMATIC SHUTTER OF MY CAMERA WORKING DURING MY FIGHT WITH DOC OCK, SO OL' TIGHTWAD JAMESON PAID ME A BUNDLE FOR THE PIX! YES SIREE, THINGS ARE SURE LOOKING UP FOR MY FAVORITE COUPLE OF GUYS--NAMEDLY **ME!**

FOOLED YOU, EH? SEE, WE DON'T **ALWAYS** HAVE UNHAPPY ENDINGS! LIKE ANYONE ELSE, OUR WEB-SPINNIN' HERO HAS HIS UPS AND DOWNS! BUT, IF HE THINKS THINGS ARE GOING TO **STAY** ROSY, IT'S A GOOD THING HE DOESN'T SUSPECT WHAT'S IN STORE FOR HIM NEXT ISH! SEE YOU THEN!

THE END!



MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

13
JUNE

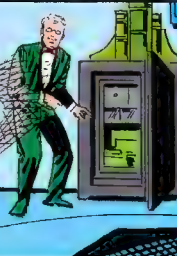
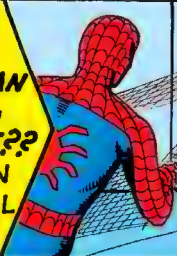
WE'VE *DONE IT!*
WE'VE CREATED
THE GREATEST
VILLAIN OF ALL
FOR OL' SPIDEY!

MYSTERIO!

WHO,
OR
WHAT
IS
HE?



WHAT'S
THIS??
SPIDER-MAN
TURNING
TO *CRIME??*
YOU'RE IN
FOR A REAL
SHOCK!



EVER SEE A
COMIC MAG
SUPER-HERO
TAKE HIS
TROUBLES
TO A
PSYCHIATRIST?
YOU WILL
NOW!





"THE MENACE OF... **MYSTERIO!**"

CAN WE BELIEVE OUR EYES?
HAS THE AMAZING SPIDER-MAN
TURNED TO CRIME?

THE EDITORS SINCERELY FEEL THAT
THIS MAY WELL BE ONE OF THE MOST
GRIPPING TALES OF THE YEAR!

PRESENTED WITH PRIDE BY
ONE OF THE MOST FAMOUS
TEAMS IN COMICS:

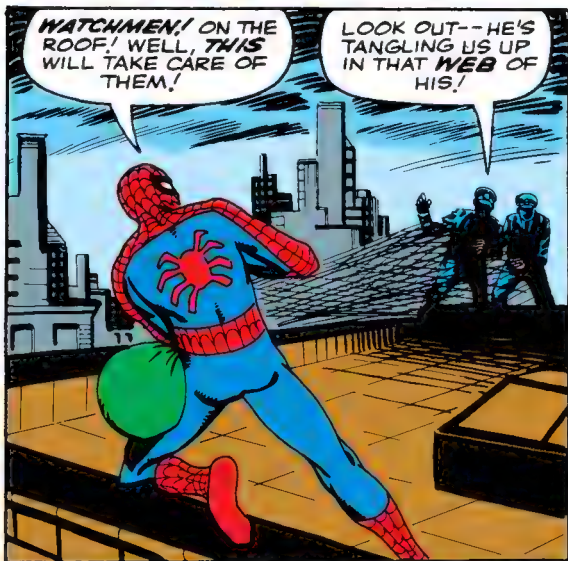
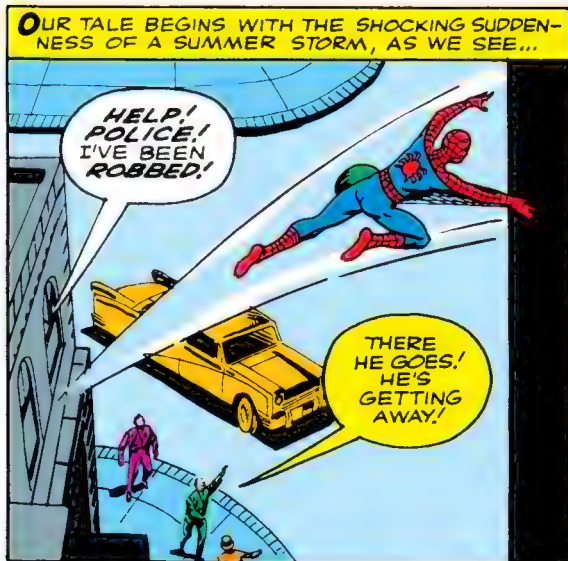
STAN LEE, AUTHOR
STEVE DITKO, ARTIST
LETTERED BY: ART SIMEK



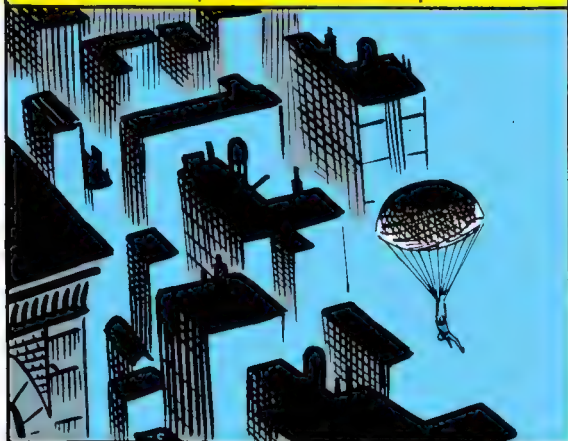
BEFORE VERY LONG, YOU ARE ABOUT
TO MEET A STARTLINGLY DIFFERENT
BREED OF ARCH-VILLAIN! EXPECT
THE UNEXPECTED WHEN YOU SEE...

"MYSTERIO!"

OUR TALE BEGINS WITH THE SHOCKING SUDDENNESS OF A SUMMER STORM, AS WE SEE...



SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOTING OUT THE MOONLIGHT, THE COLORFUL FIGURE DRIFTS SILENTLY TO THE GROUND, USING A HASTILY-IMPROVISED PARACHUTE MADE OF A THIN, STRONG WEBBING!



THEN, AFTER THE WATCHMEN HAVE FREED THEMSELVES...



THE NEXT DAY, SCENES LIKE THIS TAKE PLACE ALL OVER THE NATION...

READ ALL
ABOUT IT!
SPIDER-MAN
WANTED BY
POLICE!

IT'S
UNBELIEVABLE!
WHY WOULD
HE **DO** IT?

HE
PROBABLY
DECIDED
TO CASH IN
ON ALL HIS
SUPER
POWERS--
THE
CRUMMY
CROOK!

MY CHILDREN
HAD ALWAYS
ADMIR
HIM! THIS
WILL BE
SUCH A SHOCK
TO THEM!

IT'S A
GREAT
SHOCK
TO **ALL**
OF US!

HE MUST BE
NUTS IF HE
THINKS HE CAN
GET AWAY
WITH A ONE-
MAN CRIME
WAVE, NO
MATTER **HOW**
POWERFUL
HE IS!

THE POLICE
WILL SURE HAVE
A TOUGH JOB
GETTING HIM!
BUT THEY'LL
**DO IT, SOONER
OR LATER!**

AND, IN THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF *NOW MAGAZINE* AND THE *DAILY BUGLE*...

FIND ALL THE OLD EDITORIALS I WROTE, ACCUSING SPIDER-MAN OF BEING A MENACE! I WANT TO **REPRINT** THEM NOW, SO PEOPLE CAN SEE HOW **RIGHT** I WAS!

I CAN'T **BELIEVE**
THIS OF SPIDER-
MAN! I STILL
REMEMBER HOW
HE ONCE SAVED
MY LIFE...!*

AND, IN THE SCHOOL YARD OF MIDTOWN HIGH...

SPIDER-
MAN
SURE HAD
ALL OF *US*
FOOLED!

WHEN I
THINK HOW
WE MADE A
HERO OF
HIM--WHAT
FOOLS WE
WERE!

GEE, I DON'T
KNOW, LIZ!
WE CAN'T
BE POSITIVE.
HE MAY
STILL BE
INNOCENT!

KNOCK
IT OFF,
FLASH!
HE'S
GUILTY
AND YOU
KNOW IT!

AND NOW, THE MOMENT WE'VE BEEN WAITING FOR! LET'S VISIT SPIDER-MAN HIMSELF -- IN HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE STUDENT...

THIS IS **IMPOSSIBLE!**
IT'S INSANE, I **KNOW**
I DIDN'T COMMIT THAT
CRIME, AND YET--
THOSE WITNESSES!
THAT EVIDENCE!

THAT EVIDENCE!

IT **COULDN'T** HAVE
BEEN AN **IMPOSTER**.
NOBODY ELSE CAN
SHOOT A WEB AS I DO-
OR CLIMB SHEER WALLS
THE WAY I CAN WITH
MY SPIDER POWER!!

THERE'S
ONLY ONE
OTHER
ANSWER-
BUT IT'S
TOO
AWFUL TO
THINK
ABOUT--

AM I BECOMING
A **SPLIT-**
PERSONALITY??
LIKE DR. JEKYLL
AND MR. HYDE??
PERHAPS--
PERHAPS I DID IT
IN MY **SLEEP--**
WITHOUT
KNOWING?!!

MINUTES LATER, IN THE KITCHEN...

GOSH! SORRY, AUNT MAY--THAT'S THE SECOND DISH I'VE DROPPED TODAY!

PETER DEAR, YOU DON'T SEEM TO BE YOURSELF! IS ANYTHING WRONG?

YOU'RE NOT WORRIED BECAUSE OUR SAVINGS ACCOUNT IS ALMOST GONE, AND IT'S GETTING HARDER TO PAY THE MORTGAGE EACH MONTH, ARE YOU? WE'LL MAKE OUT SOMEHOW, DEAR!

I KNOW, AUNT MAY! MAYBE I'VE BEEN STUDYING TOO HARD! I'LL JUST TRY TO GET SOME SLEEP!

AND, AS PETER GOES UP TO HIS ROOM...

THE POOR DEAR, I WORRY ABOUT HIM SO! HE'S NOT AS ROUGH AND THICK-SKINNED AS MOST OTHER BOYS! HE'S SENSITIVE--AND HE WORRIES MORE THAN HE'LL ADMIT!

AUNT MAY IS CORRECT! PETER PARKER IS WORRIED--ABOUT SOMETHING SHE'D NEVER SUSPECT!

I NEVER THOUGHT THIS WOULD HAPPEN TO ME! I-I'M AFRAID TO SHUT MY EYES--TO GO TO SLEEP!

BUT, EVENTUALLY, SLEEP DOES COME TO PETER PARKER, AND --THE NEXT MORNING, WHEN HE AWAKES...

BULLETIN! SPIDER-MAN HAS STRUCK AGAIN DURING THE NIGHT!

OH NO!!

WHAT'S HAPPENING TO ME?? AM I LOSING MY MIND?? MAYBE I'M GOING MAD-- DOING THINGS I CAN'T REMEMBER THE NEXT MORNING?!!

THERE'S ONLY ONE THING TO DO--ONLY ONE WAY TO FIND OUT--

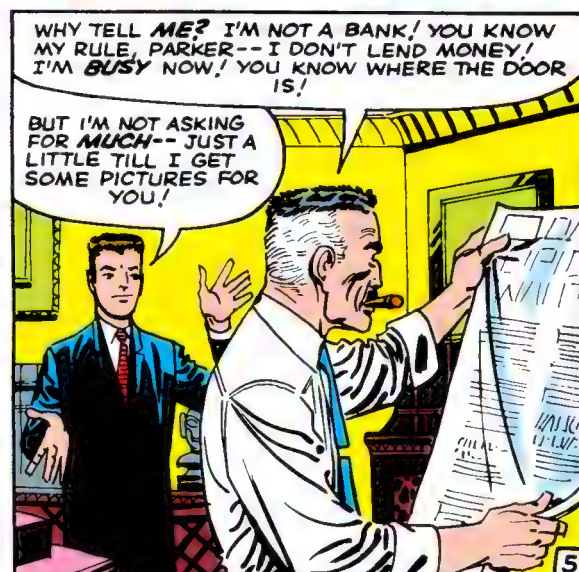
AND SO, A SHORT TIME LATER, IN THE OFFICE OF A NEARBY PSYCHIATRIST...

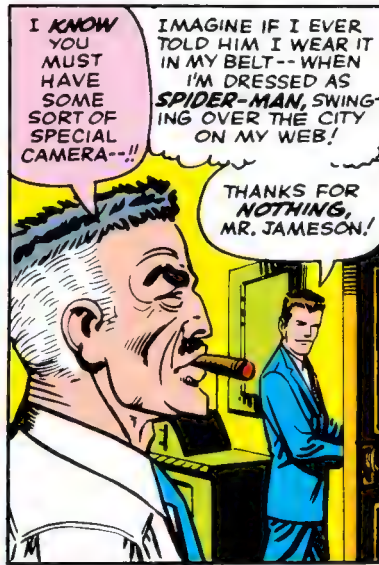
DON'T BE ALARMED, DOC! I JUST WANT TO KNOW ONE THING! CAN A PERSON DO SOMETHING IN HIS SLEEP THAT HE'D NEVER DO AWAKE?

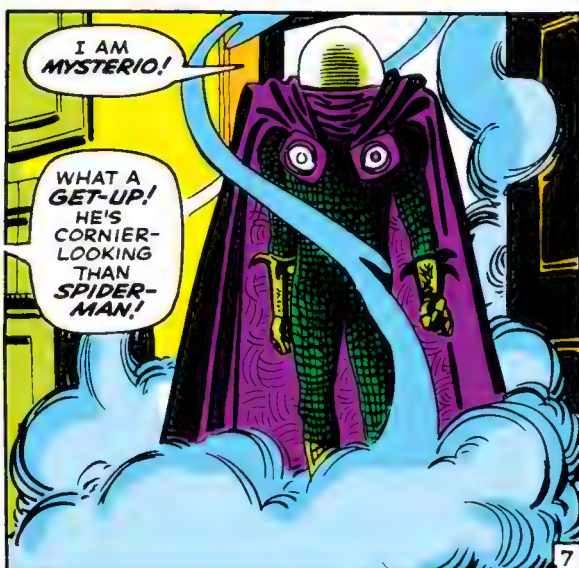
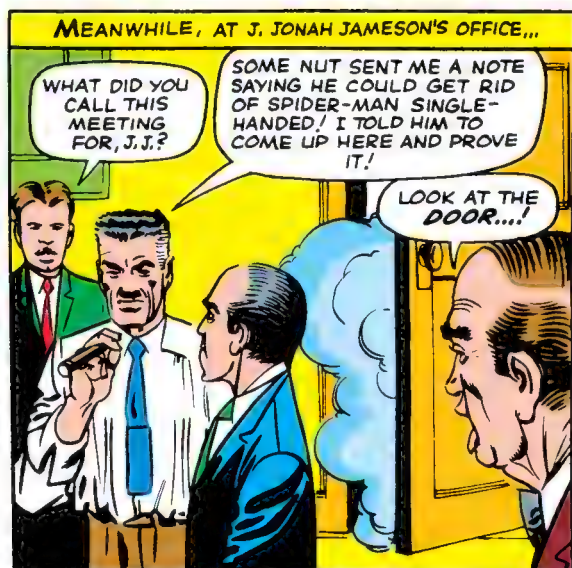
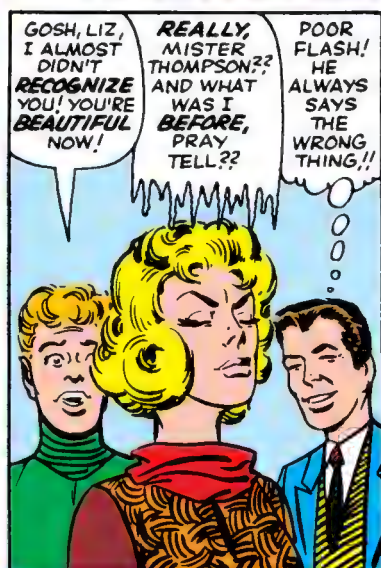
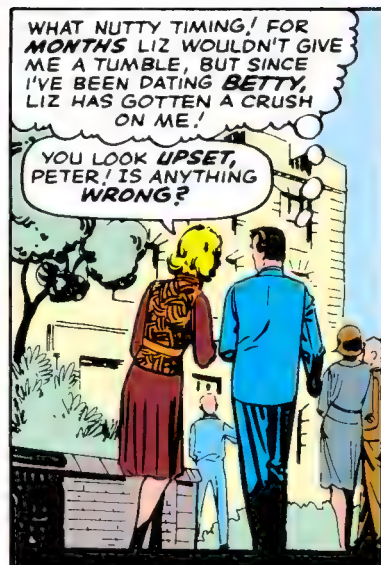
SPIDER-MAN! IF I CAN MAKE A PATIENT OUT OF HIM, I'LL MAKE MEDICAL HISTORY! IMAGINE, A MYSTERIOUS SUPER-HERO WHO'S A MENTAL CASE!

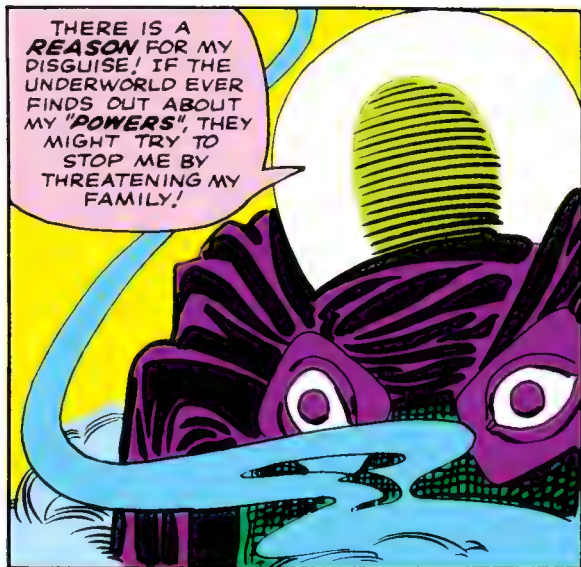
I THINK I CAN HELP YOU! JUST COME DOWN FROM THAT WALL AND LIE DOWN ON THE COUCH! I'LL TRY TO PROBE INTO YOUR SUB-CONSCIOUS! DON'T BE NERVOUS!

OKAY, DOC-- BUT NO TRICKS, HEAR?

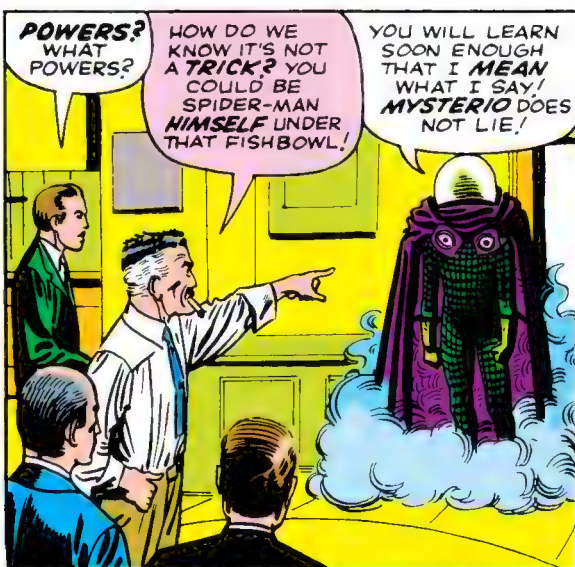








THERE IS A **REASON** FOR MY DISGUISE! IF THE UNDERWORLD EVER FINDS OUT ABOUT MY "**POWERS**", THEY MIGHT TRY TO STOP ME BY THREATENING MY FAMILY!



POWERS?
WHAT **POWERS?**

HOW DO WE KNOW IT'S NOT A **TRICK?** YOU COULD BE SPIDER-MAN **HIMSELF** UNDER THAT FISHBOWL!

YOU WILL LEARN SOON ENOUGH THAT I **MEAN** WHAT I SAY! **MYSTERIO** DOES NOT LIE!



I MUST GO NOW! IF YOU WISH TO END THE MENACE OF SPIDER-MAN, FOLLOW THE INSTRUCTIONS IN THIS ENVELOPE!



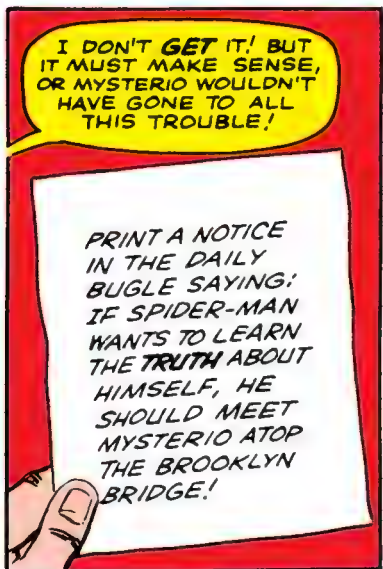
REMEMBER, ALTHOUGH SPIDER-MAN HAS GREAT POWERS, THE POWER OF **MYSTERIO** IS EVEN GREATER!

WHERE'D THAT **SMOKE** COME FROM??
H-HE'S **DIS-APPEARING!**



HE'S **GONE!**
WH-WHAT KIND OF A PERSON WAS HE??

QUIET!
I'LL SEE WHAT THIS LETTER SAYS...



I DON'T **GET** IT! BUT IT MUST MAKE SENSE, OR MYSTERIO WOULDN'T HAVE GONE TO ALL THIS TROUBLE!

PRINT A NOTICE IN THE DAILY BUGLE SAYING: IF SPIDER-MAN WANTS TO LEARN THE **TRUTH** ABOUT HIMSELF, HE SHOULD MEET MYSTERIO ATOP THE BROOKLYN BRIDGE!



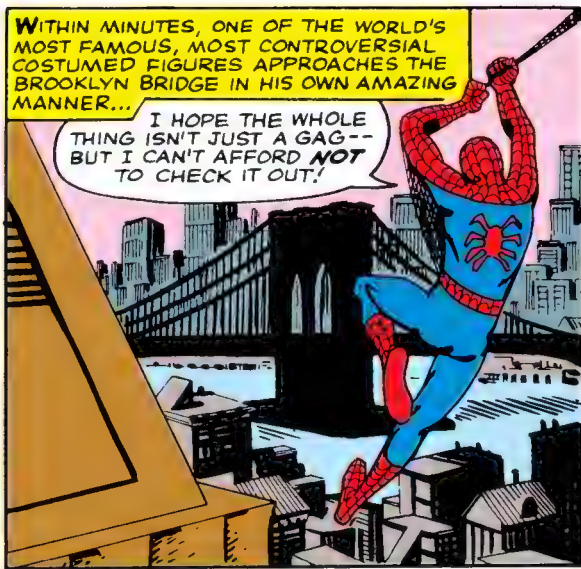
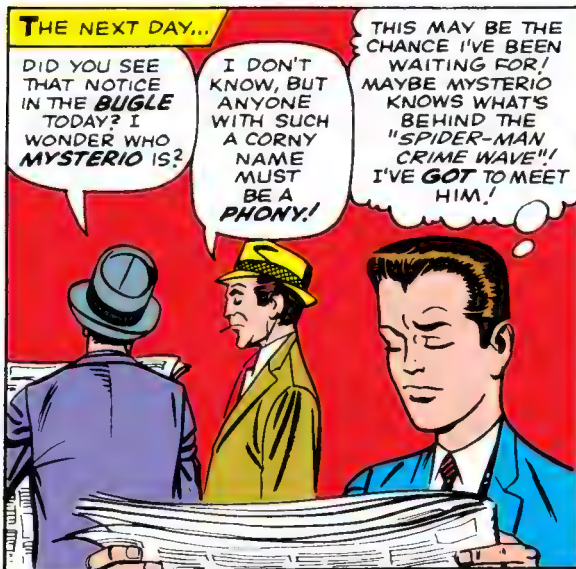
DID YOU SEE **THAT??** THE LETTER **VANISHED--** IN A PUFF OF SMOKE!

Y'KNOW, J.J., IF SPIDER-MAN **CAN** BE BEATEN, I'VE GOT A HUNCH THAT MYSTERIO IS THE ONE TO **DO** IT!



WELL, WE'VE GOT NOTHING TO LOSE! I'LL **PRINT** THAT NOTICE! AND IF IT MEANS THE END OF SPIDER-MAN, I'LL BECOME A **HERO** TO THE PEOPLE OF THIS CITY!

THAT'S RIGHT, J.J.!



BUT, HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF THE INVERTEBRATE FOR WHOM HE HAS NAMED HIMSELF, **SPIDER-MAN** QUICKLY RECOVERS AND THEN...

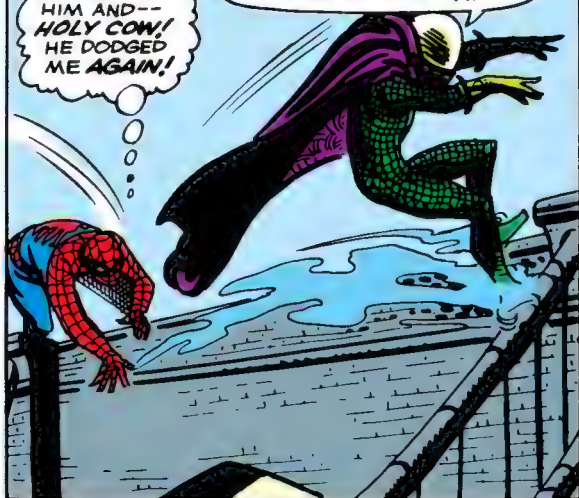
WHAT'S **WRONG**, MYSTERIO??
I DON'T HEAR YOU BRAGGING **NOW**!

HOW DOES HE KEEP HIS BALANCE THAT WAY WITHOUT FALLING?? I'LL BET HIS SHOES ARE MAGNETIZED!



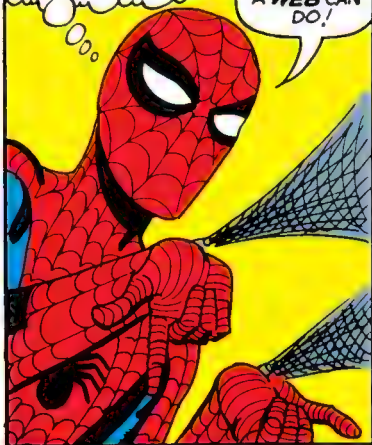
WELL, I'LL JUST GRAB HIM AND--
HOLY COW! HE DODGED ME AGAIN!

DID YOU THINK YOU COULD BEAT **MYSTERIO** WITH ONE MEASLY BLOW?!!



THAT'S WHAT I **GET** FOR PULLING MY PUNCH BECAUSE I WANT TO TAKE HIM ALIVE!

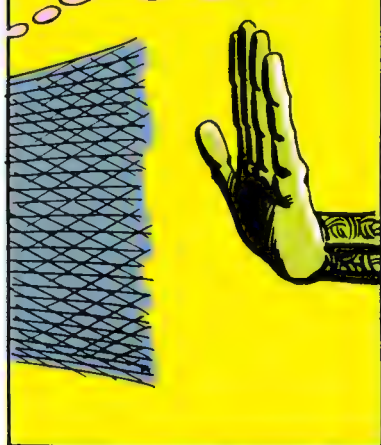
WELL, IF A **WALLOP** CAN'T BEAT YOU, LET'S SEE WHAT A **WEB** CAN DO!



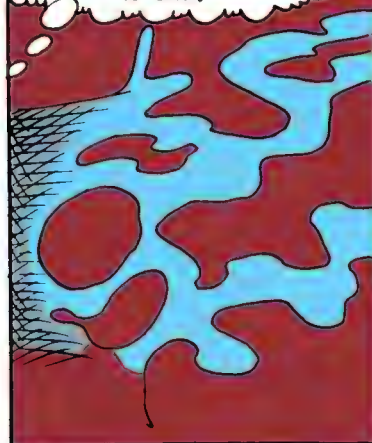
I **TOLD** YOU MY POWER WAS GREATER! NOW WATCH ME **PROVE** IT!



I DON'T **GET** IT!! AT ONE GESTURE HE SEEMS TO BE STOPPING MY WEB IN MID-AIR!

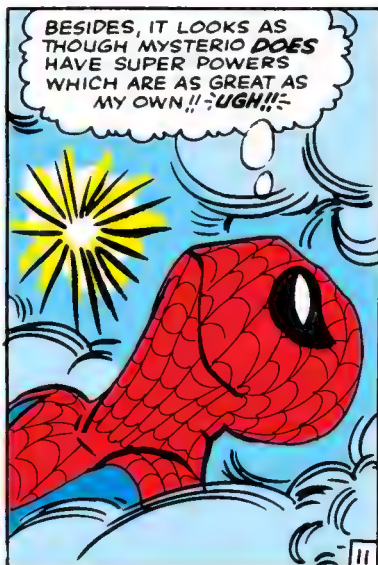
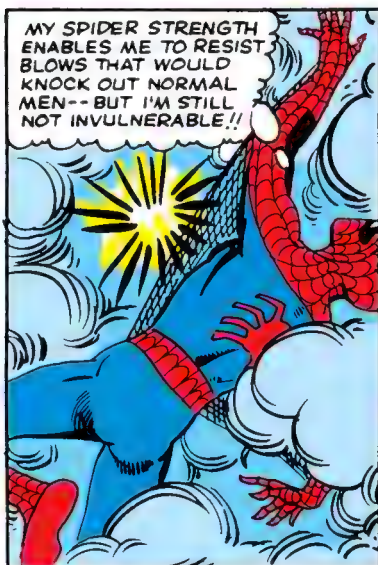
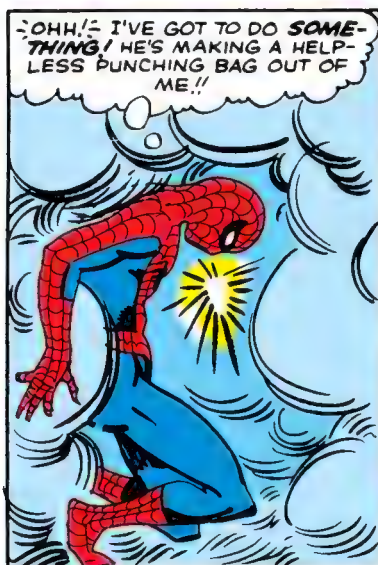
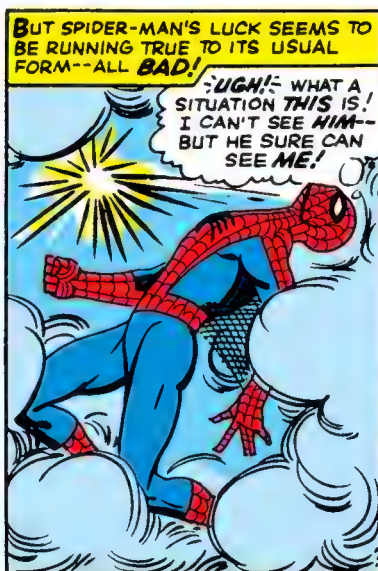
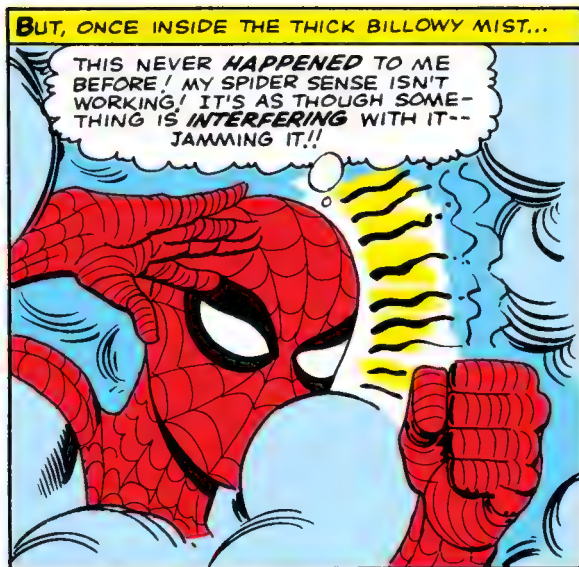


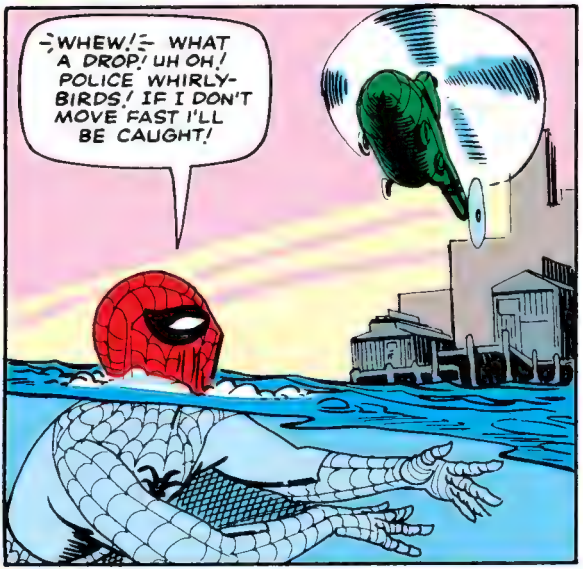
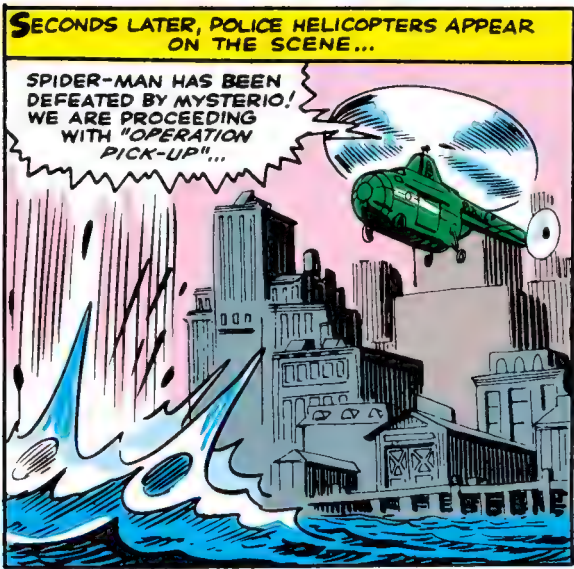
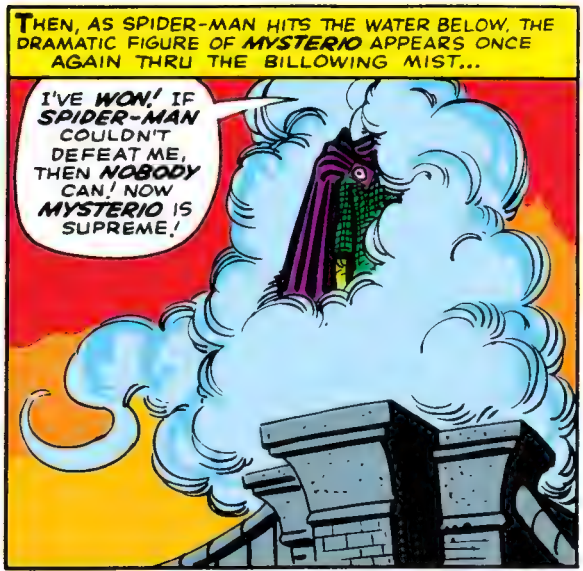
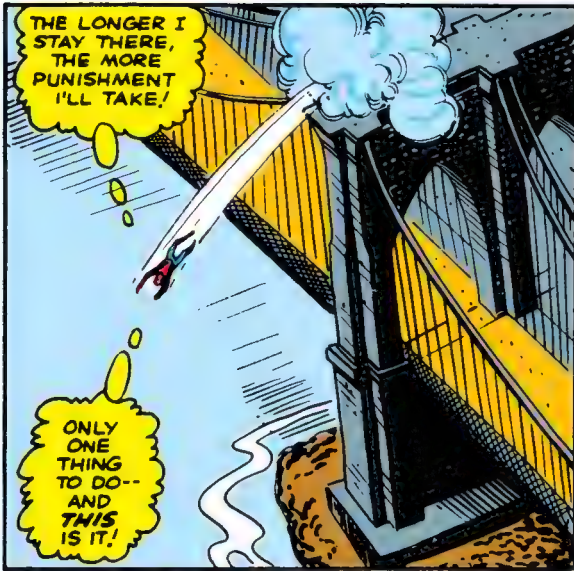
THE WEB IS **DISSOLVING--VAPORIZING!!** AS THOUGH IT'S BEEN SPRAYED WITH A FINE CHEMICAL MIST, TOO SMALL FOR THE EYE TO SEE!



TOO BAD SPIDER-MAN! YOUR PUNY LITTLE BAG OF TRICKS IS ALMOST EXHAUSTED! BUT THERE IS NO LIMIT TO **MY** POWERS! SEE HOW EASILY I CAN **ELUDE** YOU ANY TIME I DESIRE!







THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...

MYSTERIO *DESERVES* THIS PARADE! AT LAST WE HAVE SOMEONE WHO CAN BEAT SPIDER-MAN!

HOORAY FOR MYSTERIO! SPIDER-MAN WON'T DARE PULL ANY MORE CRIMES IN THIS CITY NOW!



AND AMONG THE TEEN-AGERS WATCHING THE PARADE, WE FIND...

STILL THINK SPIDER-MAN'S SO GREAT, FLASH?

DARN *RIGHT* I DO! MYSTERIO'S JUST A BIG PUBLICITY HOUND, IF YOU ASK ME! MY DOUGH IS *STILL* ON SPIDER-MAN!

Y'KNOW SOMETHING, FLASH? YOU'RE NOT AS DUMB AS YOU *LOOK*. IN FACT, YOU'RE *OKAY*, FELLA!



LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM *YOU*! AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S *MY* GIRL FRIEND!

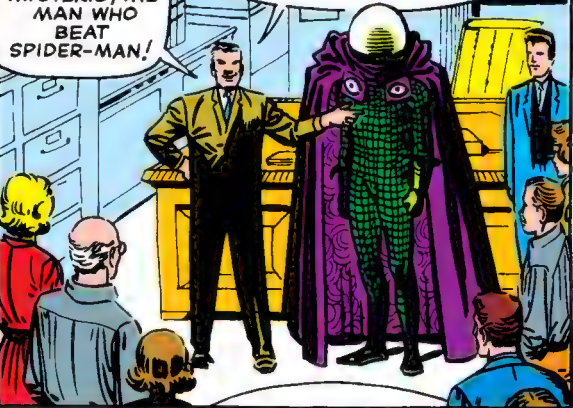
REALLY? TOO BAD. *SHE* DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN *HAVE* HER!



A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...

I WANT THE MEMBERS OF MY STAFF TO MEET MYSTERIO, THE MAN WHO BEAT SPIDER-MAN!

MYSTERIO IS A *REAL* CRIME-FIGHTER! HE'S NOT AFRAID TO MEET PEOPLE AND TO BE INTERVIEWED AS THAT COWARDLY SPIDER-MAN WAS!



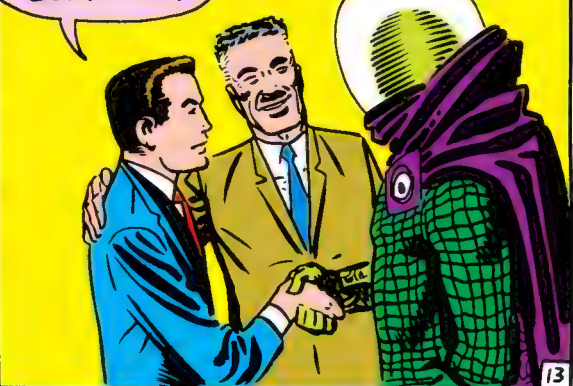
AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO *MY* NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! *RIGHT*, MYSTERIO?

RIGHT! JUST SO LONG AS YOU REMEMBER THE *MONEY* YOU PROMISED ME!

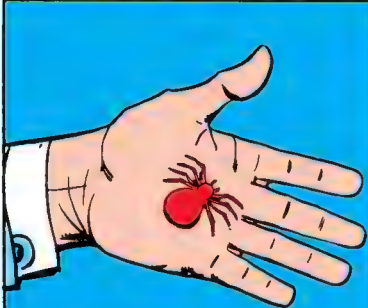


MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS *AGE* FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!

I'LL TRY NOT TO DISAPPOINT YOU-- *BOTH* OF YOU!



BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN*...



* THE SAME TYPE OF DEVICE USED IN *SPIDER-MAN #11*, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF DR. OCTOPUS! — EDITOR.



WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!



NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S MORE TO MYSTERIO THAN MEETS THE EYES-- AND I'M GONNA FIND OUT WHAT IT IS!



THEN, AS PETER LEAVES JAMESON'S OFFICE...

I'M GLAD TO SEE YOU SMILING AGAIN, PETER! ARE YOU CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?

NOT EXACTLY, BETTY!



IN FACT, I'M NOT SO SURE THAT SPIDER-MAN HAS BEEN DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...

YOU'RE NOT SURE--?? BUT...



HMM! HE'S NEVER BEEN SO ANXIOUS TO LEAVE ME BEFORE! CAN HE HAVE MET ANOTHER GIRL? I'VE NOTICED A PRETTY BLONDE WITH HIM OCCASIONALLY...

OH, STOP IT, BETTY BRANT! YOU'RE BECOMING JEALOUS!



WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...

I SHALL LEAVE YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL-- TILL NEXT TIME!



HE'S GONE! FOR HEAVEN'S SAKE, JJJ, HOW DOES HE DO IT?

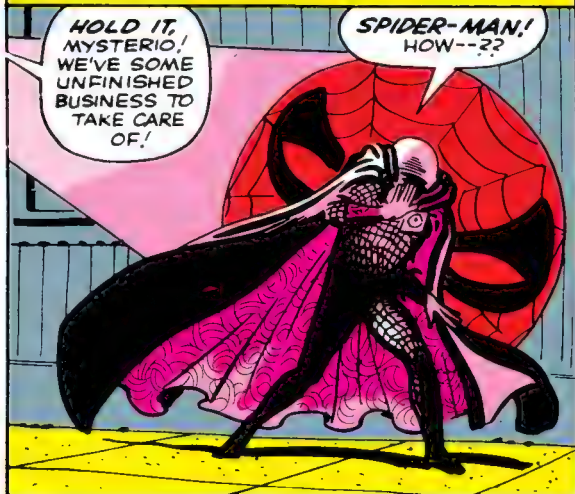
WHO CARES? THE IMPORTANT THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE CELEBRATING!



BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP, WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!

AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!

WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...



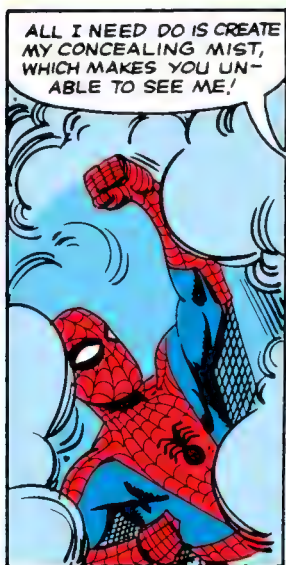
HOLD IT, MYSTERIO! WE'VE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

SPIDER-MAN! HOW--??

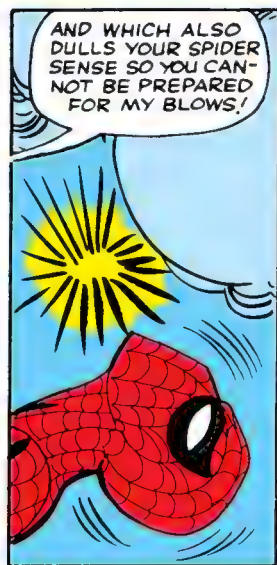


YOU DIDN'T THINK I'D LET YOU CHOOSE THE TIME AND PLACE FOR OUR NEXT FIGHT, DID YOU?

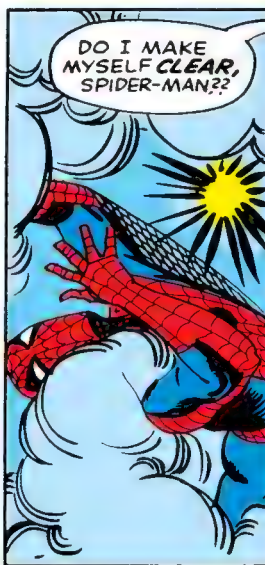
BAH! IT DOESN'T MATTER WHERE WE BATTLE! I CAN BEAT YOU HERE AS I DID ON THE BRIDGE BEFORE!



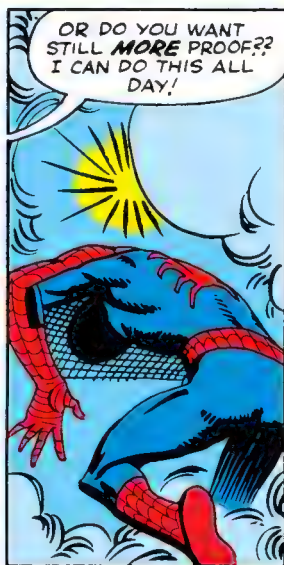
ALL I NEED DO IS CREATE MY CONCEALING MIST, WHICH MAKES YOU UNABLE TO SEE ME!



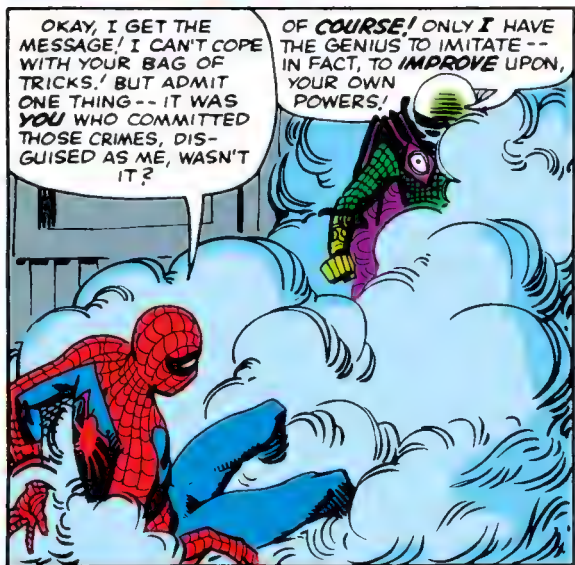
AND WHICH ALSO DULLS YOUR SPIDER SENSE SO YOU CAN NOT BE PREPARED FOR MY BLOWS!



DO I MAKE MYSELF CLEAR, SPIDER-MAN??



OR DO YOU WANT STILL MORE PROOF?? I CAN DO THIS ALL DAY!



OKAY, I GET THE MESSAGE! I CAN'T COPE WITH YOUR BAG OF TRICKS! BUT ADMIT ONE THING-- IT WAS YOU WHO COMMITTED THOSE CRIMES, DISGUISED AS ME, WASN'T IT?

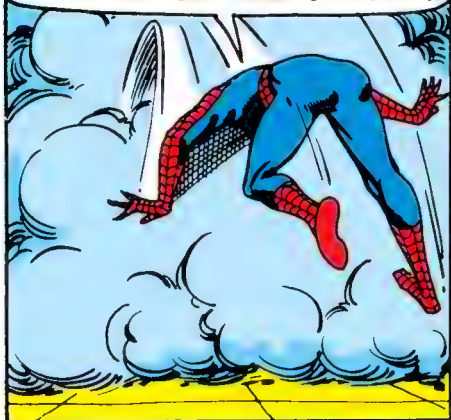
OF COURSE! ONLY I HAVE THE GENIUS TO IMITATE-- IN FACT, TO IMPROVE UPON, YOUR OWN POWERS!



"I MIGHT AS WELL TELL YOU THE WHOLE STORY-- FOR I SHALL SEE TO IT THAT YOU NEVER TELL ANYONE ELSE! I USED TO BE A MOVIE STUNT MAN-- AND THEN I BECAME A SPECIAL EFFECTS MAN FOR TV MOVIES! I DESIGNED ALL SORTS OF COSTUMES, AND PROPS! THEN, I GOT THE IDEA OF IMITATING YOU!"

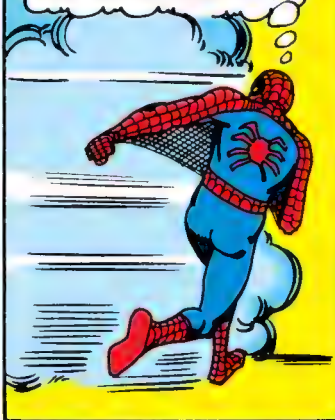
BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!

NOT *THIS* TIME, MYSTERIO! REMEMBER ONE THING-- *YOUR* POWER IS ARTIFICIAL-- BUT *MINE* IS NATURAL!!



AND I'LL BET ON *MY* NATURAL SPIDER POWERS *ANY* TIME!

I'VE GOT TO CIRCLE AROUND-- TRY TO FIND HIM WITHIN THE MIST!

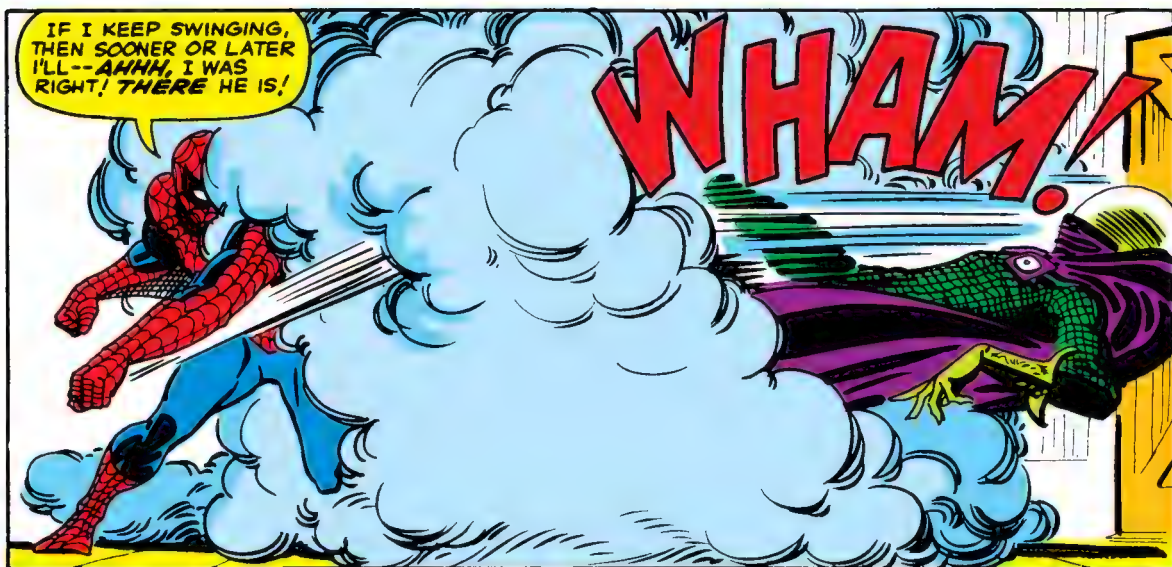


HAVE TO KEEP MOVING *FAST!* CAN'T LOSE THE ADVANTAGE!

HE'S NOT HERE--OR HERE! BUT HE'S GOT TO BE NEARBY!



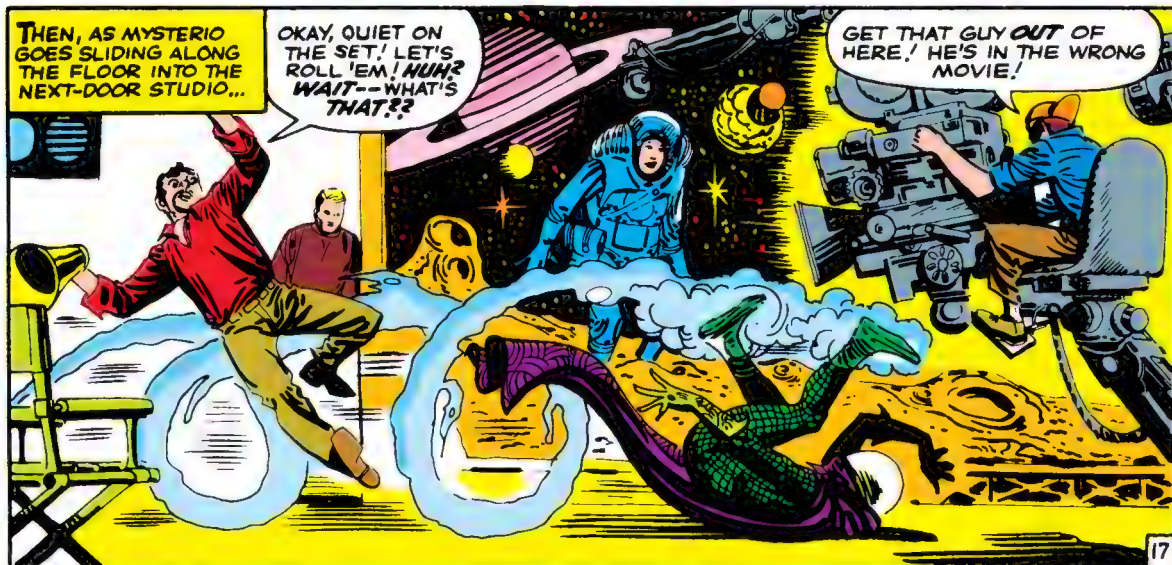
IF I KEEP SWINGING, THEN SOONER OR LATER I'LL-- *AAAAH*, I WAS RIGHT! *THERE* HE IS!

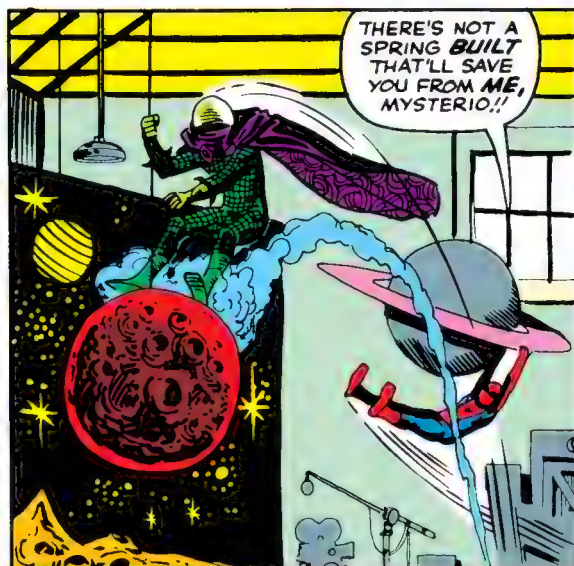


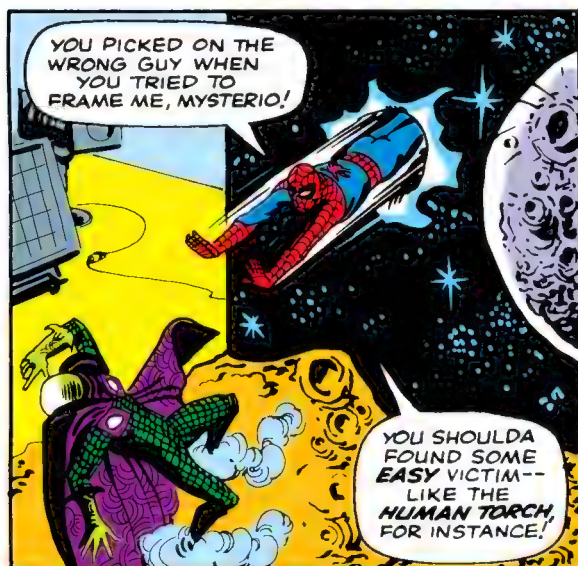
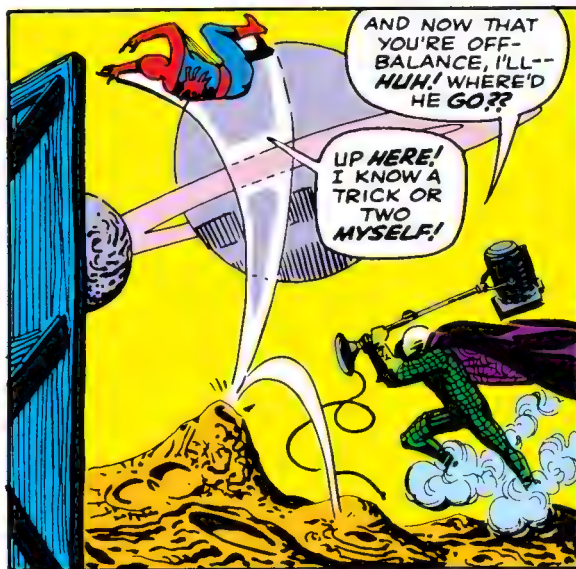
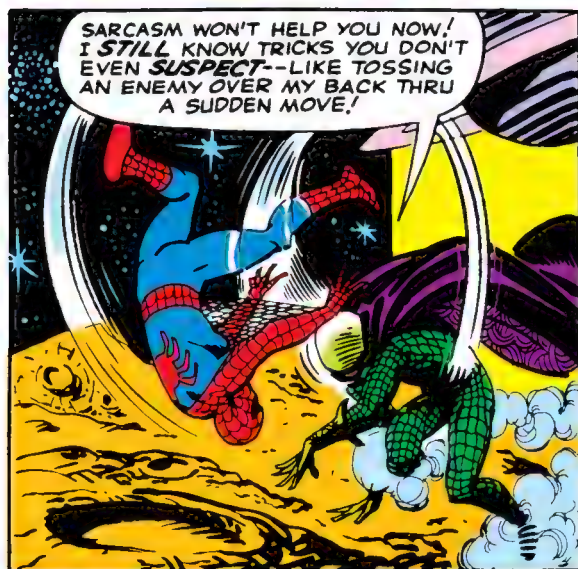
THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...

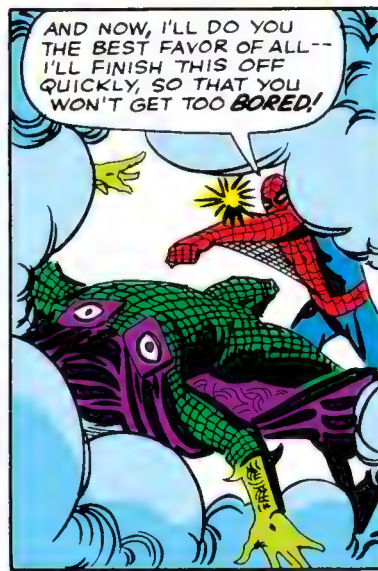
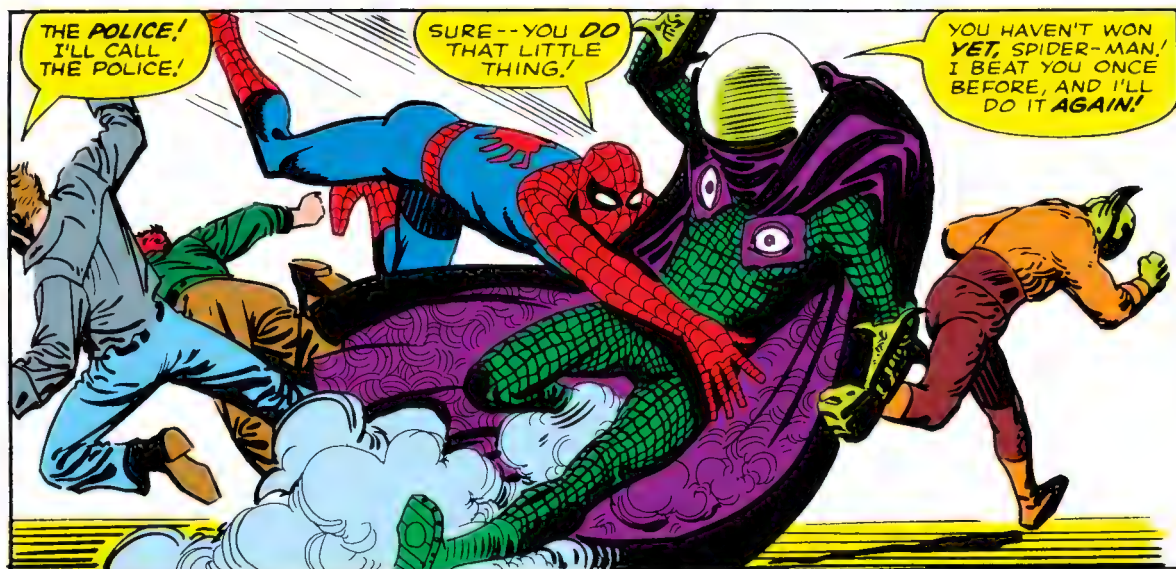
OKAY, QUIET ON THE SET! LET'S ROLL 'EM! *NUM?* WAIT--WHAT'S THAT??

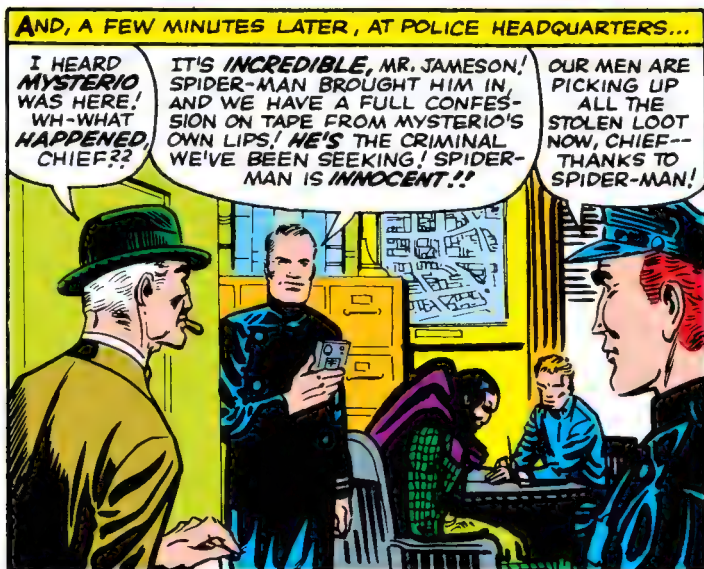
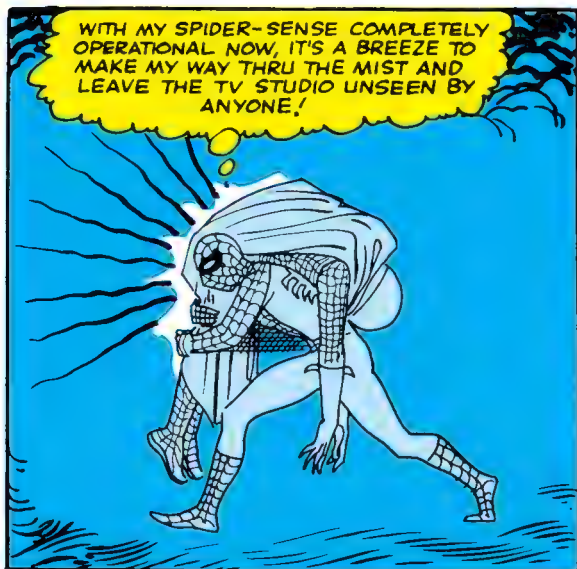
GET THAT GUY *OUT* OF HERE! HE'S IN THE WRONG MOVIE!

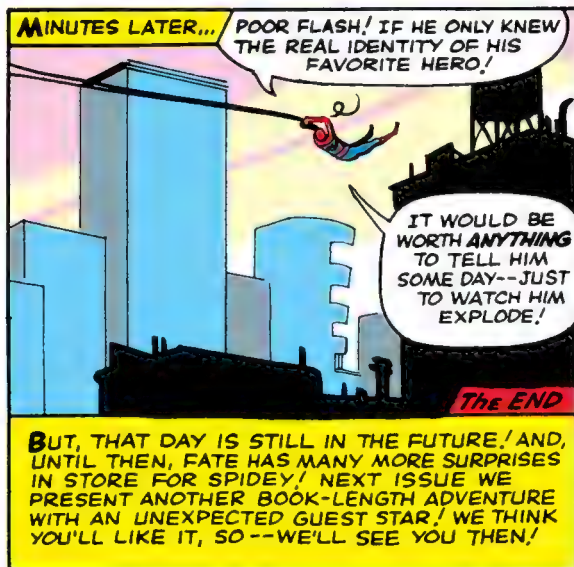
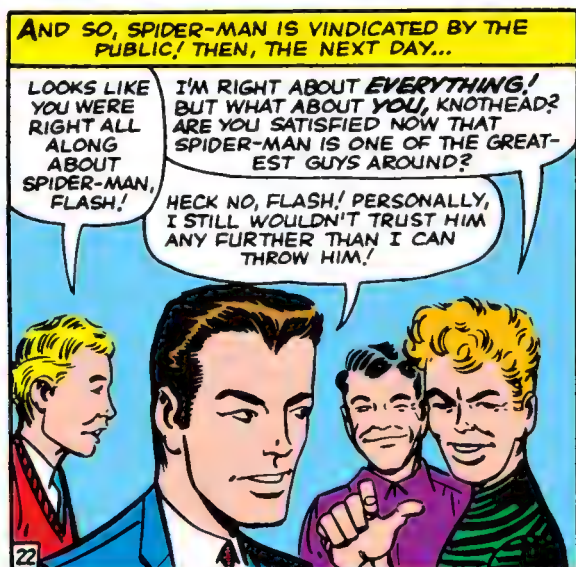


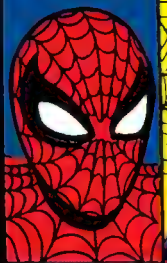












MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

14
JULY

WOW!! JUST
WAIT TILL YOU SEE
"The GREEN
GOBLIN!"

DOES THE GREEN GOBLIN LOOK CUTE TO
YOU? DOES HE MAKE YOU WANT TO SMILE?
WELL, FORGET IT! HE'S THE MOST SINISTER,
MOST DANGEROUS FOE SPIDEY'S EVER FOUGHT!



NO! YOU'RE NOT SEEING THINGS!
THESE REALLY ARE THE EVIL
ENFORCERS, BACK
AGAIN TO GANG UP ON
OUR OL' WEB-SPINNER!

GUEST-STARRING
NONE OTHER THAN
THAT RAMPAGING
POWERHOUSE,
THE INCREDIBLE
HULK!





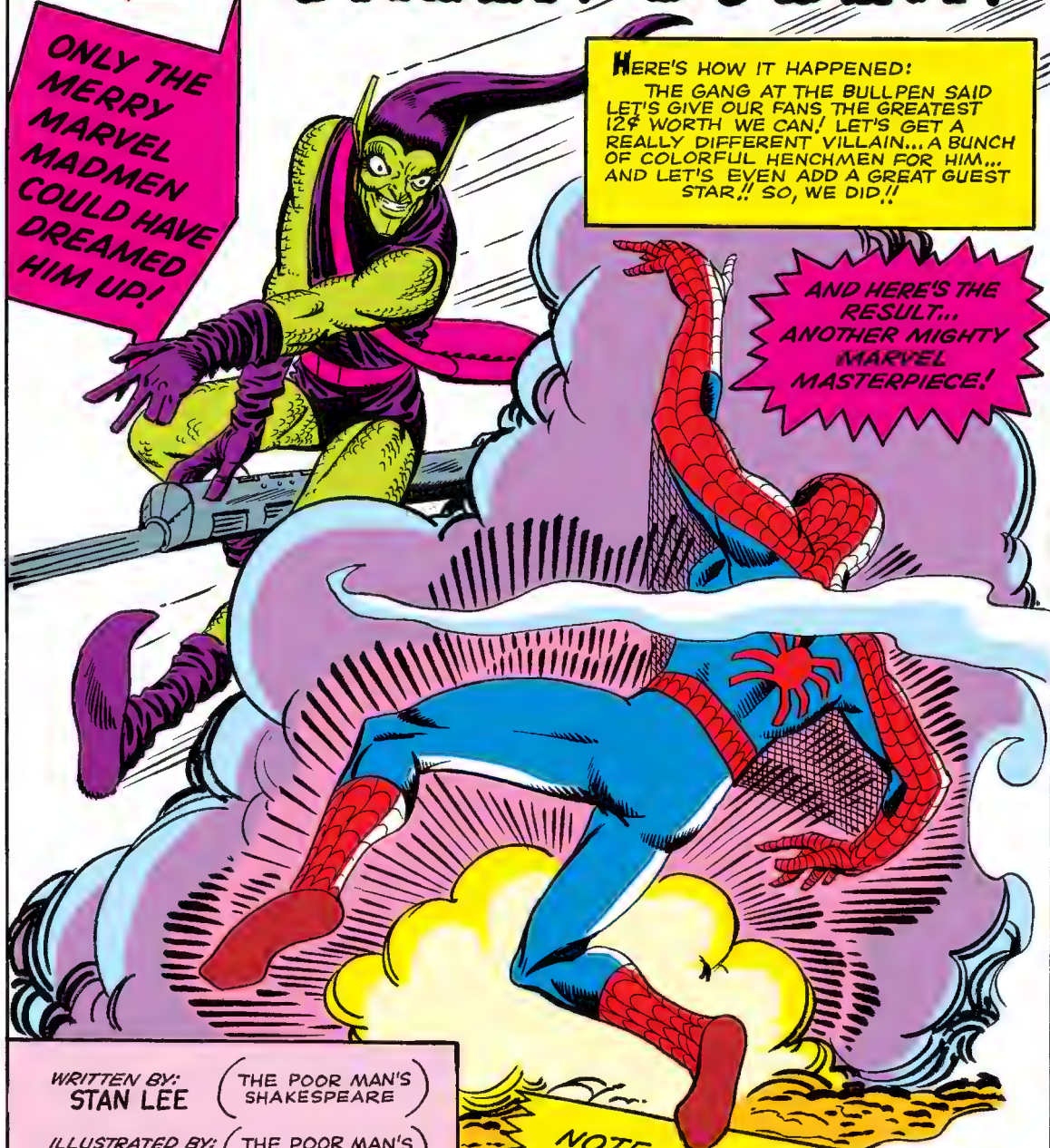
the GROTESQUE ADVENTURE OF "the GREEN GOBLIN"

ONLY THE
MERRY
MARVEL
MADMEN
COULD HAVE
DREAMED
HIM UP!

HERE'S HOW IT HAPPENED:

THE GANG AT THE BULLPEN SAID
LET'S GIVE OUR FANS THE GREATEST
12¢ WORTH WE CAN! LET'S GET A
REALLY DIFFERENT VILLAIN... A BUNCH
OF COLORFUL HENCHMEN FOR HIM...
AND LET'S EVEN ADD A GREAT GUEST
STAR!! SO, WE DID!!

AND HERE'S THE
RESULT...
ANOTHER MIGHTY
MARVEL
MASTERPIECE!



WRITTEN BY:
STAN LEE

(THE POOR MAN'S
SHAKESPEARE)

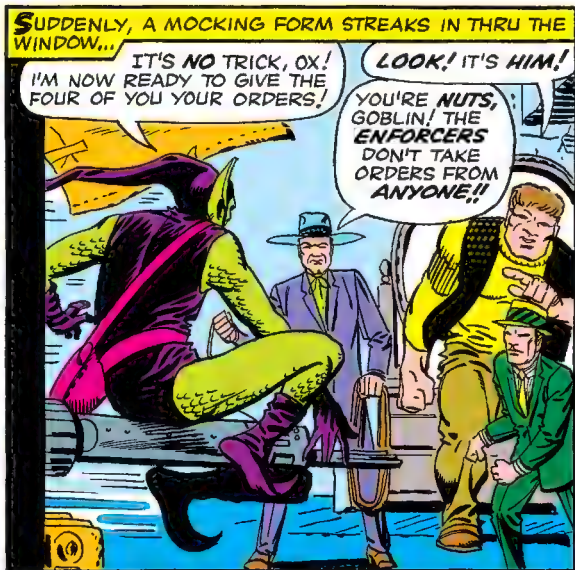
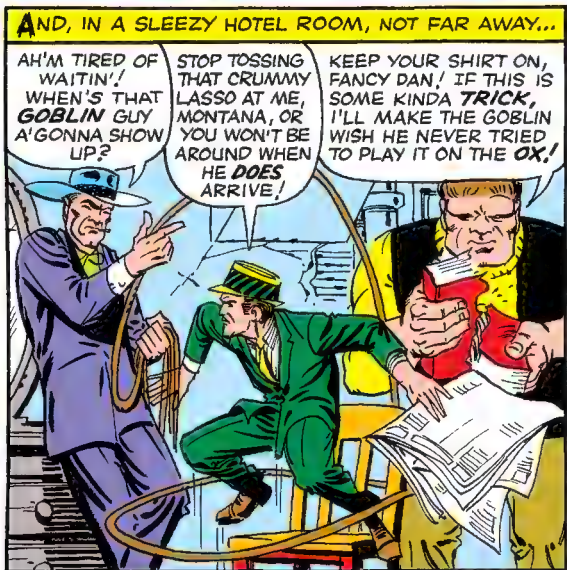
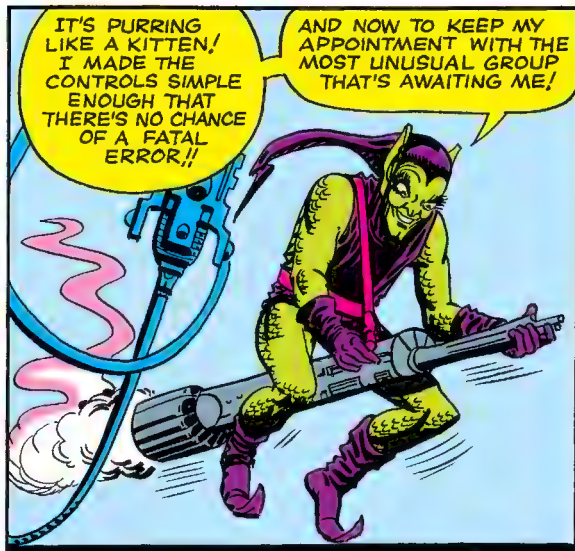
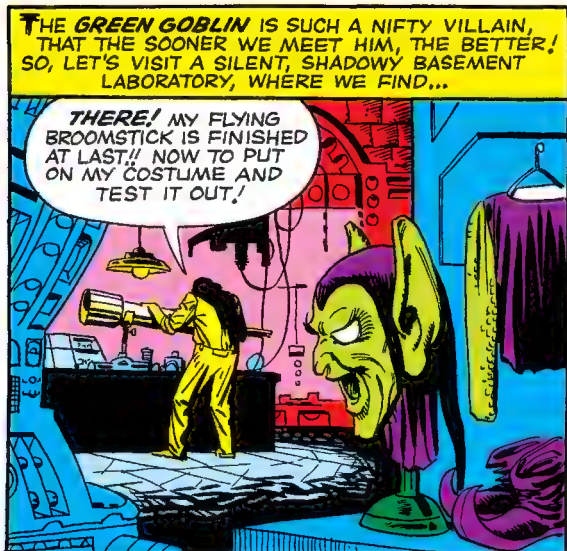
ILLUSTRATED BY:
STEVE DITKO

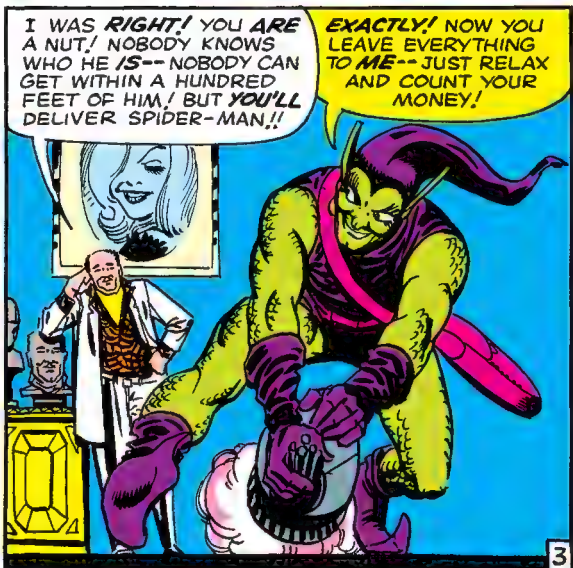
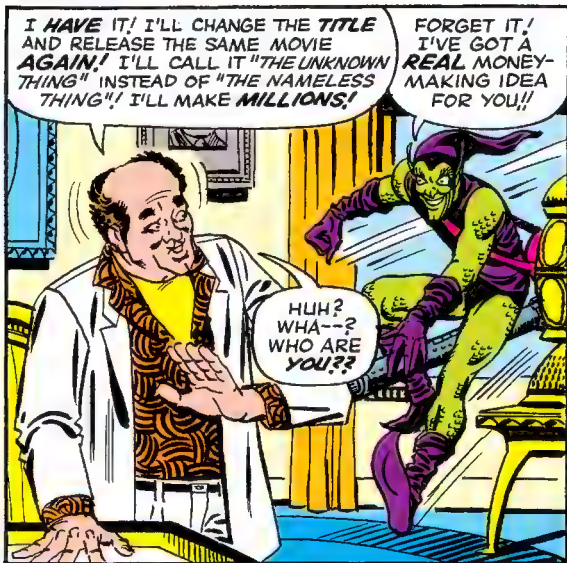
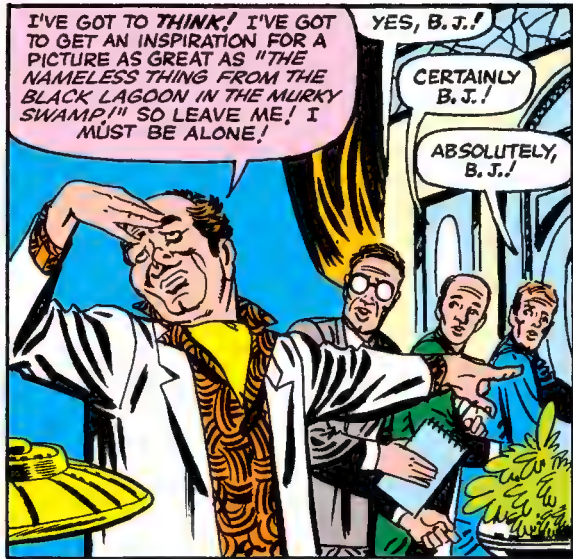
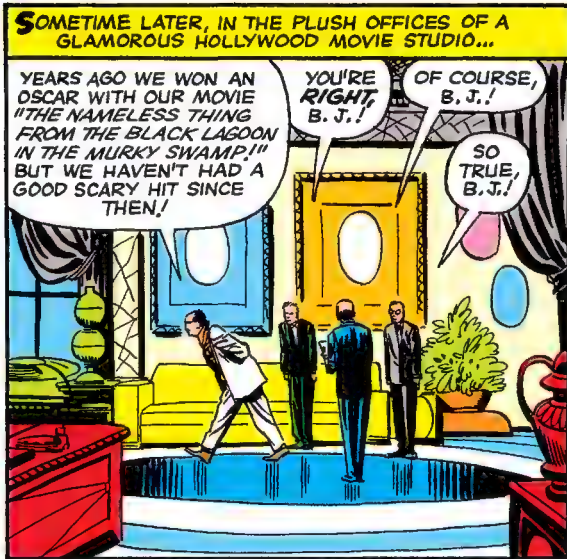
(THE POOR MAN'S
DA VINCI)

LETTERED BY:
ART SIMEK

(THE POOR MAN'S
RICH MAN)

NOTE: DON'T BE IMPATIENT!
THE HULK DOESN'T APPEAR TILL
LATER ON IN THE STORY... BUT
YOU'LL BE GLAD YOU WAITED!





A FEW DAYS LATER, THREE THOUSAND MILES AWAY IN NEW YORK...

PETER, HOW DO YOU DO IT?? YOU'RE THE ONLY ONE IN THE CLASS WHO GOT 100% ON OUR LAST EXAM!

IT'S JUST LUCK, I GUESS, LIZ! THAT, AND SPENDING LONG HOURS STUDYING EVERY NIGHT!

A LOT OF GOOD IT'LL DO YOU! WHO WANTS TO BE AN EGG-HEAD ANYWAY??! NOT ME!!

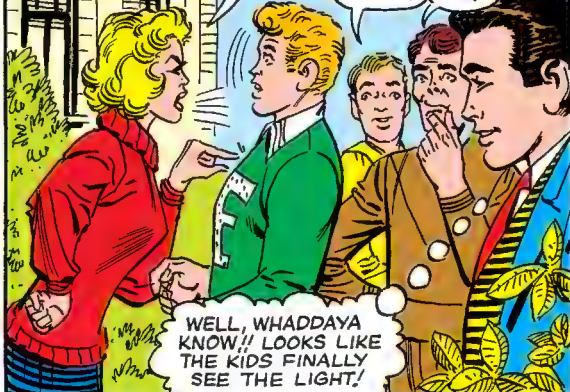


IT SO HAPPENS, MR. FLASH THOMPSON, THAT YOU **COULDN'T** BE! YOU DON'T HAVE THE **EQUIPMENT** FOR BEING AN EGG-HEAD! NAMELY, YOU'RE TOO **DUMB**!

IT'S THE MEN WITH **BRAINS** WHO RUN THIS COUNTRY--NOT MUSCLE-BOUND GOOPS LIKE Y-O-U!

LIZ IS **RIGHT**!

SHE SURE IS!

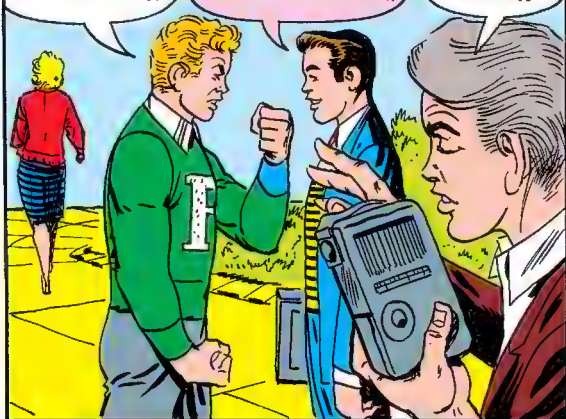


WELL, WHADDAYA KNOW!! LOOKS LIKE THE KIDS FINALLY SEE THE LIGHT!

LOOK, PUNY PARKER-- I **WARNED** YOU NOT TO TRY TO BEAT MY TIME WITH LIZ ALLAN!!

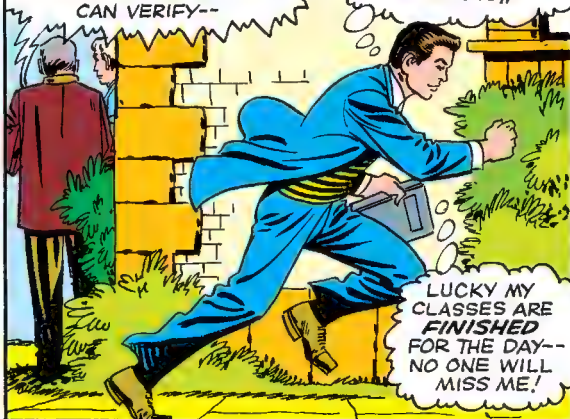
BEAT **WHAT** TIME?? YOU'VE GOT ABOUT AS MUCH CHANCE WITH **HER**, AS **KHRUSHCHEV** HAS WITH J. EDGAR HOOVER!!

HEY, **QUIET**, YOU GUYS, THERE'S A BULLETIN COMIN' IN OVER MY RADIO!!



--IT'S RELIABLY REPORTED THAT A GREEN-GARBED FIGURE ON A BROOM STICK HAS BEEN FLYING OVER MANHATTAN FOR THE PAST HOUR!! THE PUBLIC IS ASKED TO KEEP CALM UNTIL WE CAN VERIFY--

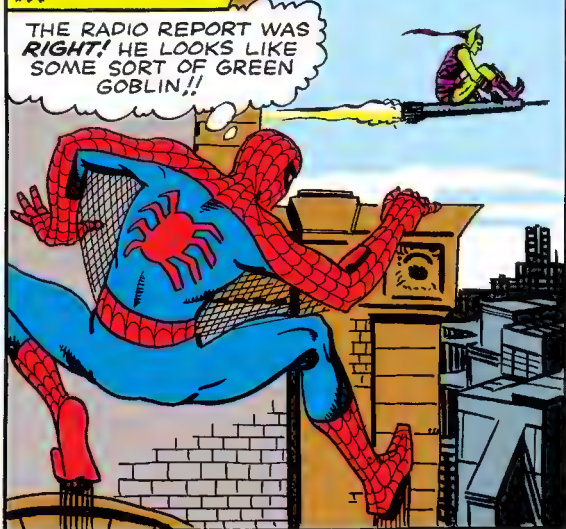
IT SOUNDS LIKE SOMEONE'S IMAGINING THINGS-- BUT JUST TO PLAY SAFE, **SPIDER-MAN** BETTER DO A LITTLE CHECKING!!



LUCKY MY CLASSES ARE **FINISHED** FOR THE DAY-- NO ONE WILL MISS ME!

MINUTES LATER...

THE RADIO REPORT WAS **RIGHT**! HE LOOKS LIKE SOME SORT OF GREEN GOBLIN!!



I'LL MAKE A CATAPULT OF MY WEB AND SEE WHAT HE'S UP TO! I'D BETTER NOT MISS-- IT'S A LONG WAY DOWN!!





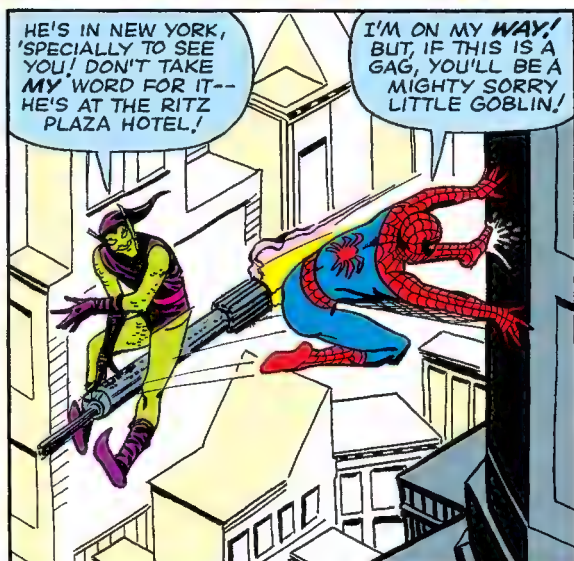
HOLD IT, FELLA!!
HOW ABOUT GIVING
A GUY A LIFT??

SPIDER-MAN!! I'VE
BEEN WAITING FOR
YOU!! I *KNEW* IF I
FLEW AROUND THE
CITY, YOU'D BE SURE
TO INVESTIGATE
SOONER OR LATER!



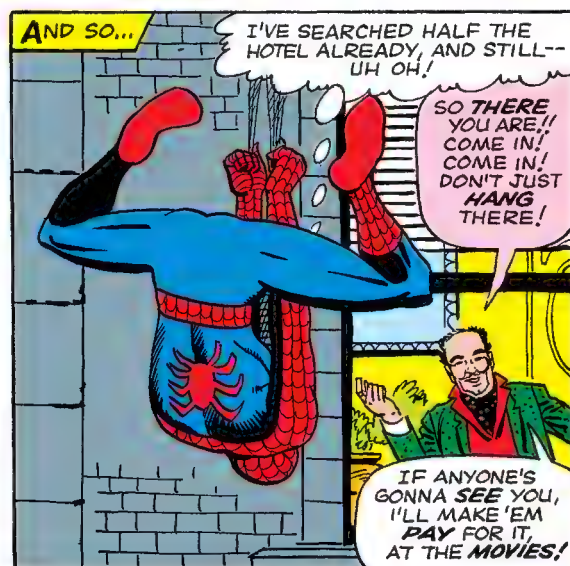
OKAY THEN,
YOU'VE
FOUND ME!
NOW WHAT'S
THE PITCH??

I HAVE A LEGITIMATE
DEAL TO OFFER YOU!
I REPRESENT
B.J. COSMOS, OF COSMOS
PRODUCTIONS! HE WANTS
YOU TO STAR IN A
MOVIE!!



HE'S IN NEW YORK,
'SPECIALLY TO SEE
YOU! DON'T TAKE
MY WORD FOR IT--
HE'S AT THE RITZ
PLAZA HOTEL!

I'M ON MY WAY!
BUT, IF THIS IS A
GAG, YOU'LL BE A
MIGHTY SORRY
LITTLE GOBLIN!



AND SO...

I'VE SEARCHED HALF THE
HOTEL ALREADY, AND STILL--
UH OH!

SO THERE
YOU ARE!!
COME IN!
COME IN!
DON'T JUST
HANG
THERE!

IF ANYONE'S
GONNA **SEE** YOU,
I'LL MAKE 'EM
PAY FOR IT,
AT THE MOVIES!



I DON'T BELIEVE IN WASTING WORDS! I'LL GIVE
YOU FIFTY THOUSAND DOLLARS TO STAR IN
"**THE SPIDER-MAN STORY!**" WE'LL WRITE AN
ORIGINAL SCRIPT IN WHICH YOU FIGHT THE
ENFORCERS AND THE **GREEN GOBLIN!**

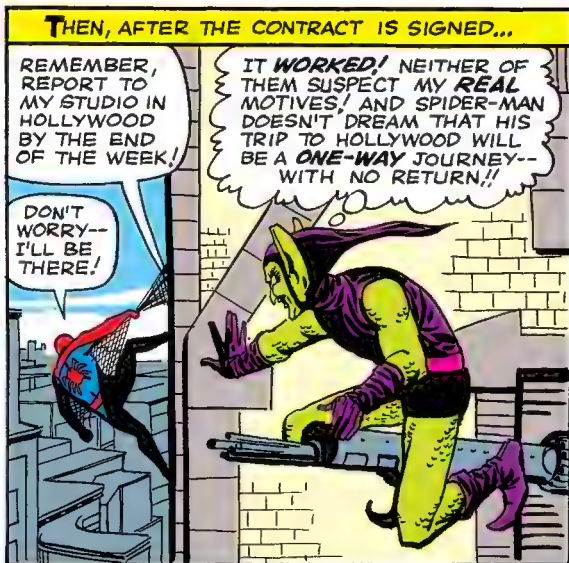
IF I ACCEPT-- I DON'T WANT ANY
INTERVIEWS-- NO PUBLICITY-- NO
SIGHT-SEERS ON THE SET!! AND NO
PHONY ROMANCE BUILD-UPS WITH
STARLETS!

OKAY, OKAY! BUT
YOU'LL BREAK A
MILLION HOLLYWOOD
HEARTS!



JUST SIGN ON THE DOTTED LINE, AND I'LL MAKE YOU MORE FAMOUS THAN "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP!"

FAME--**PHOOEY!** I'M JUST THINKING OF ALL THE WONDERFUL THINGS I CAN DO FOR POOR AUNT MAY WITH FIFTY THOUSAND DOLLARS! I JUST CAN'T TURN THIS DOWN!

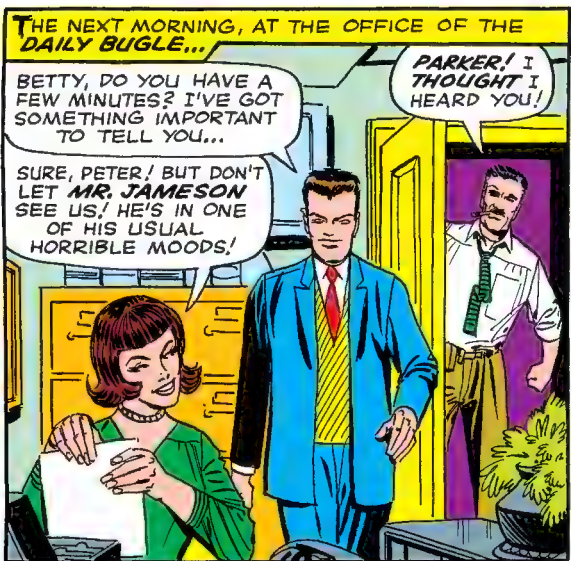


THEN, AFTER THE CONTRACT IS SIGNED...

REMEMBER, REPORT TO MY STUDIO IN HOLLYWOOD BY THE END OF THE WEEK!

DON'T WORRY-- I'LL BE THERE!

IT **WORKED!** NEITHER OF THEM SUSPECT MY **REAL** MOTIVES, AND SPIDER-MAN DOESN'T DREAM THAT HIS TRIP TO HOLLYWOOD WILL BE A **ONE-WAY** JOURNEY-- WITH NO RETURN!!



THE NEXT MORNING, AT THE OFFICE OF THE **DAILY BUGLE...**

BETTY, DO YOU HAVE A FEW MINUTES? I'VE GOT SOMETHING IMPORTANT TO TELL YOU...

PARKER! I THOUGHT I HEARD YOU!

SURE, PETER! BUT DON'T LET **MR. JAMESON** SEE US! HE'S IN ONE OF HIS USUAL HORRIBLE MOODS!



PACK YOUR BAGS, KID! COSMOS FILMS IS MAKING A MOVIE OF **SPIDER-MAN** ON THE COAST, AND THEY CLAIM THE **REAL** SPIDER-MAN IS STARRING IN IT!

AND YOU WANT **ME** TO GO THERE AND GET SOME EXCLUSIVE **PHOTOS** FOR YOU, EH?

I **HOPED** HE'D SEND ME! THIS IS THE PERFECT EXCUSE TO GIVE AUNT MAY! BUT I WANTED TO TELL BETTY FIRST--!!



IT SURE WILL BE **GREAT**, THOUGH! I'LL GET A BUNDLE FROM **MR. COSMOS**-- AND MAKE SOME ADDITIONAL MONEY FROM OL' **JJJ** FOR THE PIX I TAKE! AUNT MAY WILL NEVER HAVE TO WORRY AGAIN!

YOU LOOK MIGHTY HAPPY, PETER PARKER! I SUPPOSE YOU CAN'T **WAIT** TO MEET ALL THOSE HOLLYWOOD BEAUTIES!



AWW, **THAT'S** NOT WHY I WAS SMILING, BETTY! YOU KNOW HOW I FEEL ABOUT **YOU!** BETTY--?

THAT'S PERFECTLY ALL RIGHT, **MISTER** PARKER! I DON'T CLAIM TO BE AS GLAMOROUS AS THOSE STARLETS--OR THAT BLONDE LIZ ALLAN YOU'VE BEEN WALKING HOME FROM SCHOOL WITH LATELY!

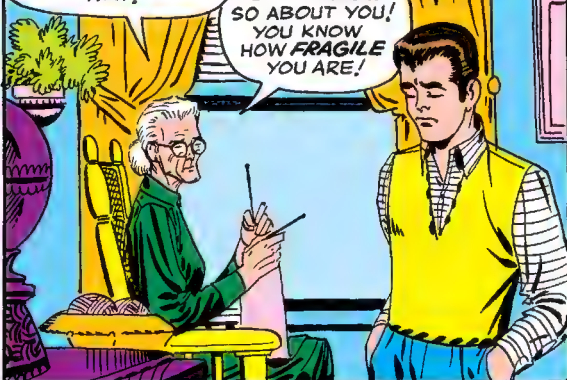
LIZ!! SO **THAT'S** WHAT'S BUGGIN' HER!

LATER, DISCUSSING THE TRIP WITH AUNT MAY, PETE RUNS INTO STILL ANOTHER PROBLEM...

PETER DEAR, I THINK YOU'RE STILL TOO YOUNG TO GO TRAIPSING AROUND THE COUNTRY THAT WAY!

GOSH, AUNT MAY, I'M A HIGH SCHOOL SENIOR AL-READY! I'LL SOON BE READY FOR COLLEGE!

BUT I WORRY SO ABOUT YOU! YOU KNOW HOW FRAGILE YOU ARE!



LOOK--SUPPOSE I PROMISE TO DRESS WARM, EAT THREE GOOD MEALS A DAY, AND TAKE MY ALLERGY PILLS EVERY MORNING?? PLEASE, AUNT MAY-- THIS MEANS SO MUCH TO ME!!

WELL, I SUPPOSE I CAN'T KEEP YOU TIED TO MY APRON STRINGS FOREVER! ALL RIGHT, DEAR-- YOU MAY GO!



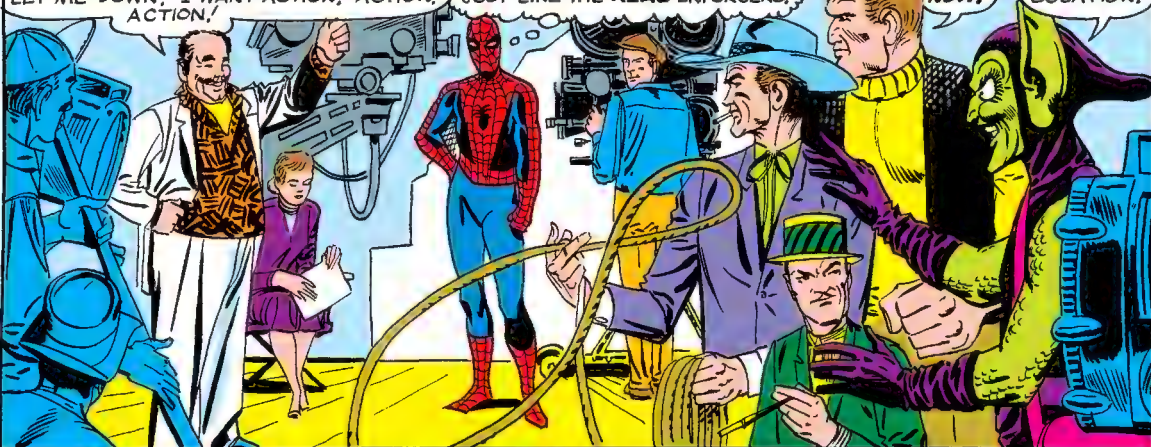
AND SO, THE LITTLE CAST OF CHARACTERS IN OUR TRUE-TO-LIFE DRAMA ARE SOON ASSEMBLED ON THE COSMOS PRODUCTIONS MOVIE LOT, IN HOLLYWOOD...

REMEMBER, ALL OF YOU-- I WANT TO WIN ANOTHER OSCAR WITH THIS FILM! DON'T LET ME DOWN! I WANT ACTION! ACTION! ACTION!

B.J.'S MAKE-UP MAN MUST BE A GENIUS! THOSE ACTORS LOOK JUST LIKE THE REAL ENFORCERS!

I WISH WE COULD TACKLE HIM NOW!

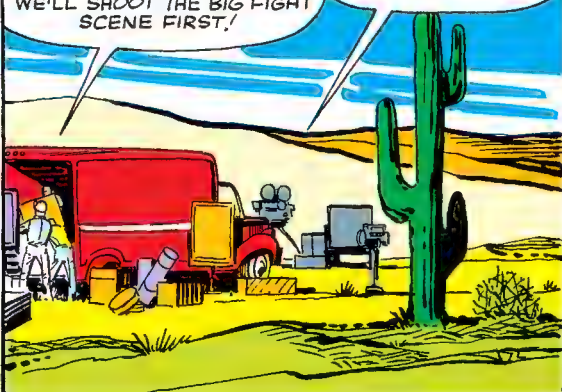
NO! WAIT TILL WE GET ON LOCATION!



AFTER A DIFFICULT JOURNEY, THE CAMERA CREW AND THE STARS REACH A DESERTED AREA IN NEW MEXICO WHERE THE MOVIE IS TO BE FILMED...

LET'S GET STARTED! UNLOAD THAT EQUIPMENT AND HAVE THE CAMERAS READY TO ROLL IN THIRTY MINUTES! WE'LL SHOOT THE BIG FIGHT SCENE FIRST!

WHAT A LOCATION!! FEELS AS THOUGH WE'RE AT THE EDGE OF THE WORLD!!

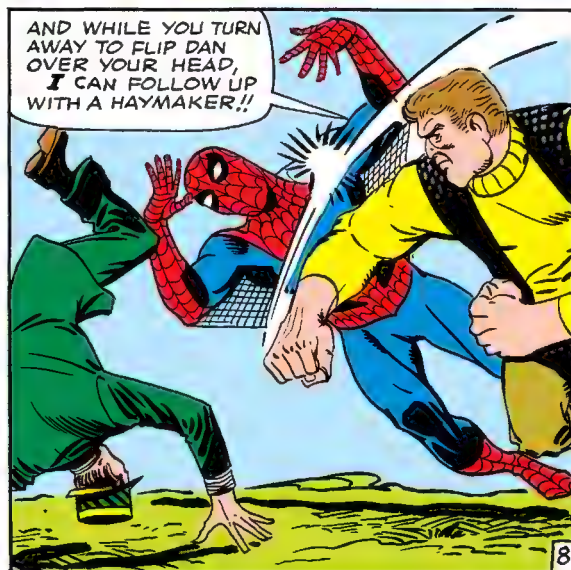
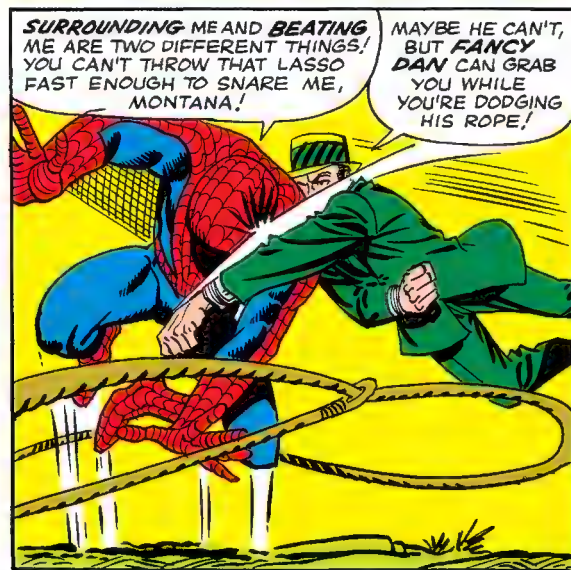
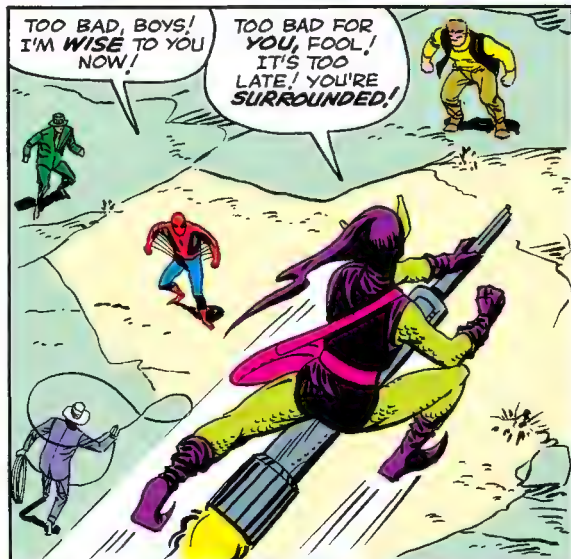
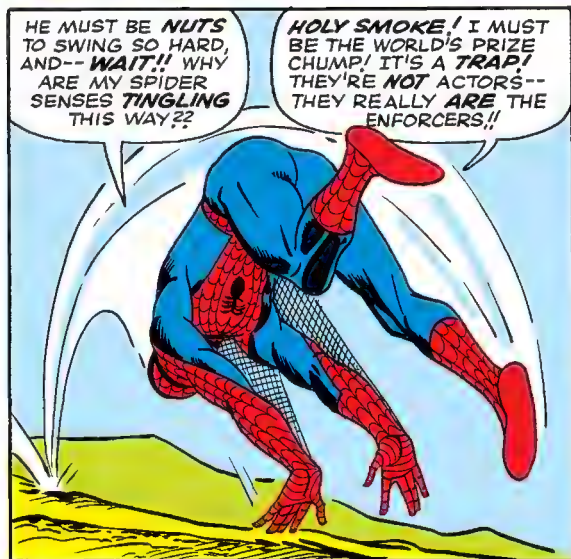


SAY, SPIDER-MAN-- SUPPOSE WE GO OFF AND REHEARSE THAT FIGHT SCENE WHILE THEY'RE SETTING UP THE CAMERAS?

YEAH! WE WANNA MAKE SURE NOBODY GETS HURT WHEN WE PERFORM FOR THE CAMERAS!

IT'S OKAY WITH ME!







ONE EXTRA BACK-FLIP AND A TOSS OF MY WEB IS ALL I NEED TO CONFUSE YOU, OX! AND THEN I--HEY! WHAT'S THAT??

IT'S MONTANA LASSOING YOU AGAIN!! YOU CAN'T OUT-THINK ALL OF US!!



DON'T KID YOURSELF, OX! I CAN OUT-THINK, AND OUT-FIGHT A DOZEN LIKE YOU! I'LL JUST LEAP UP AND WIGGLE FREE WHILE IN THE AIR!!

UH OH!! THAT TINGLE AGAIN! SOMEONE'S SNEAKING UP BEHIND ME!



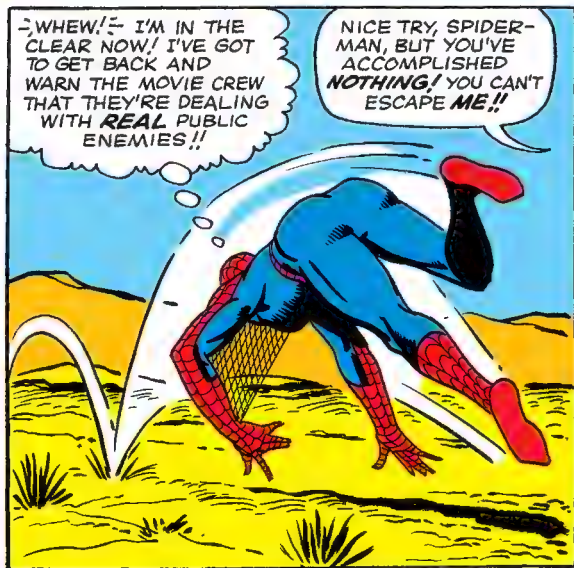
TOO BAD, FANCY DAN!! YOUR SPEED AND JUDO SKILL WON'T HELP YOU IF YOU CAN'T GET CLOSE ENOUGH TO USE THEM!!

THEY'RE JUST DECOYS, LITTLE FELLA! I'M THE ONE WHO'S GONNA FINISH YOU OFF!!



HEY-- WHA--??! NOBODY CAN MOVE THAT FAST!! IT ISN'T POSSIBLE!!

SURE IT IS, OX! ALL YOU NEED IS THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER! SIMPLE, HUH?



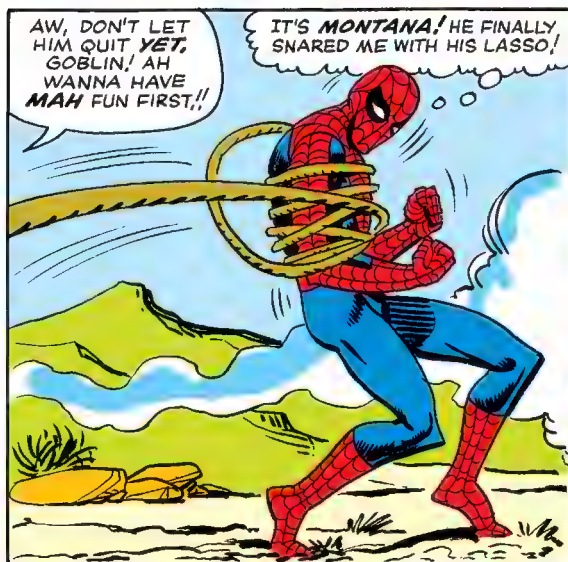
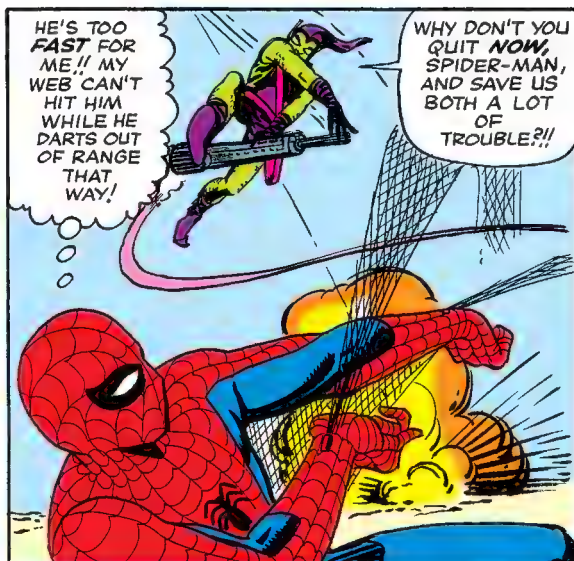
-WHEW!-- I'M IN THE CLEAR NOW! I'VE GOT TO GET BACK AND WARN THE MOVIE CREW THAT THEY'RE DEALING WITH REAL PUBLIC ENEMIES!!

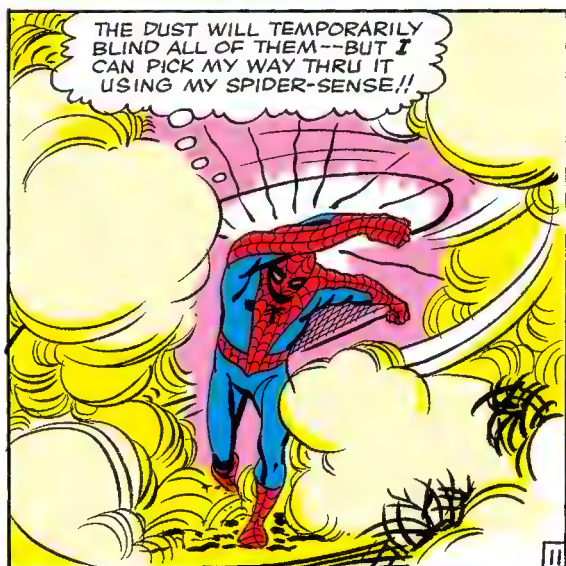
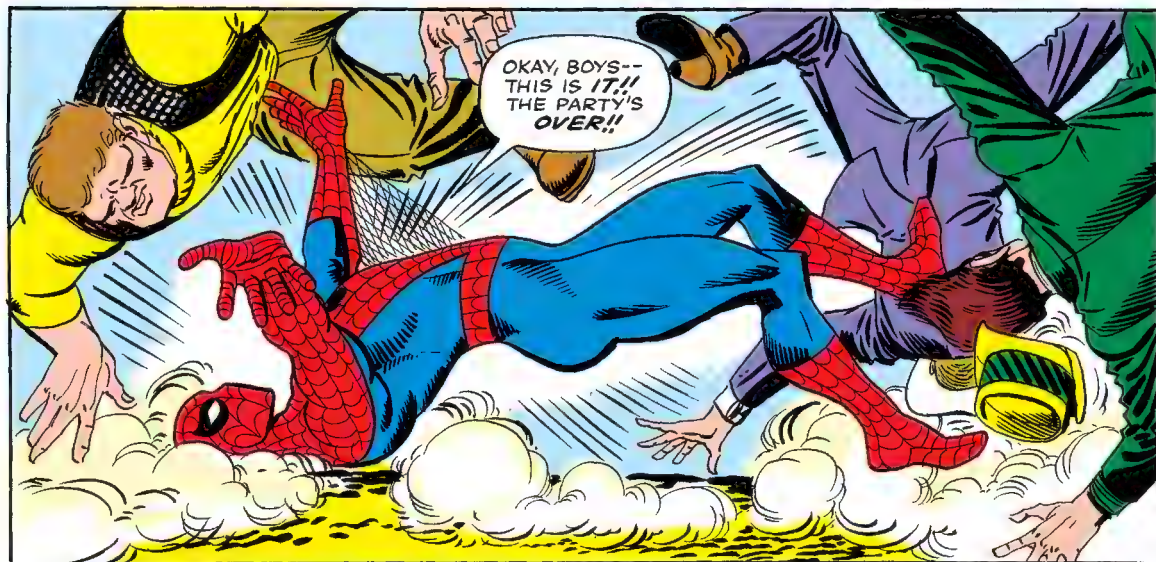
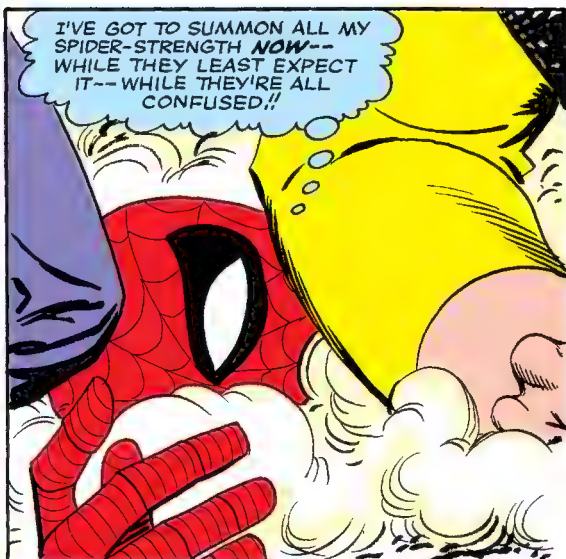
NICE TRY, SPIDER-MAN, BUT YOU'VE ACCOMPLISHED NOTHING! YOU CAN'T ESCAPE ME!!



THE GREEN GOBLIN!! I'M WILLING TO BET THAT YOU'RE THE BRAINS BEHIND THIS LITTLE CAPER!!

SPIDER-MAN, YOU DON'T KNOW THE HALF OF IT!!



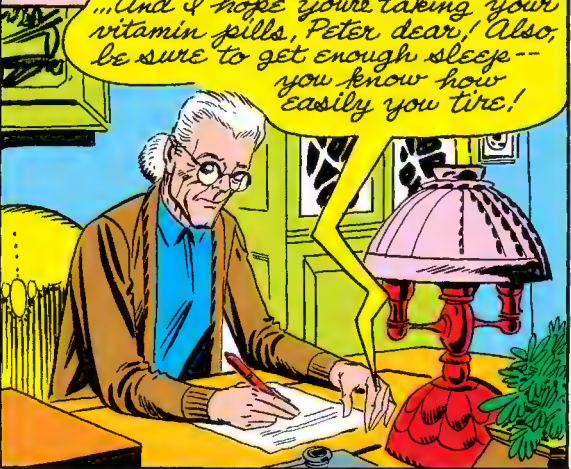


BUT, ALTHOUGH THE YOUNG WEB-SPINNER IS ABLE TO OUT-MANEUVER THE ENFORCERS, THERE IS STILL **ANOTHER** FOE WHO CAN FLY **ABOVE** THE DUST CLOUD--



HE'LL HAVE TO EMERGE FROM THERE SOONER OR LATER-- AND I'LL **SEE** HIM WHEN HE DOES!

BUT, WHAT OF THE FOLKS BACK HOME AT THAT VERY MOMENT?? IN THE QUIET OF HER LIVING ROOM, PETER'S AUNT MAY PENS A LOVING LITTLE NOTE...



...And I hope you're taking your vitamin pills, Peter dear! Also, be sure to get enough sleep-- you know how easily you tire!

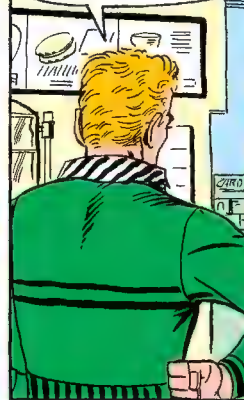
WHILE THE NEIGHBORHOOD TEEN-AGERS GATHER AT THE SODA PARLOR, ONE OF THEM IN PARTICULAR SEEMS TO MISS THE STUDIOUS YOUTH...



HAVE ANY OF YOU GOTTEN ANY MAIL FROM PETER PARKER YET?

I THOUGHT LIZ WAS **YOUR** GAL, FLASH! HOW COME SHE'S SO INTERESTED IN PARKER?

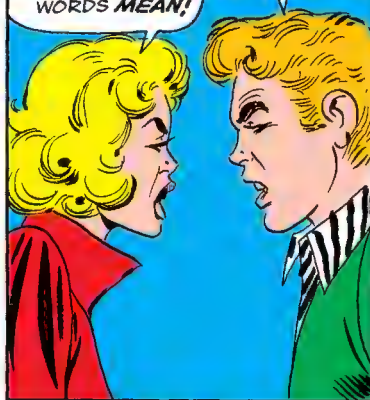
WHY DON'T YOU **ADMIT** IT, LIZ?? YOU'RE ONLY MAKIN' A FUSS ABOUT PUNY PARKER TO MAKE **ME** JEALOUS!! YOU **KNOW** HE'S A BIG **ZERO** COMPARED TO **ME**!



TELL ME, FLASH-- HOW MUCH **RENT** DO YOU PAY IN THAT **DREAM WORLD** YOU LIVE IN!

PETER IS A DREAM-BOAT, HE'S SENSITIVE, INTELLIGENT, ARTICULATE!! YOU PROBABLY DON'T KNOW WHAT THOSE WORDS **MEAN**!

NUTS! HE'S SCARED OF HIS OWN SHADOW! AND YOU **KNOW** IT!



EVEN IN THE OFFICE OF J. JONAH JAMESON, PETER PARKER IS THE TOPIC OF CONVERSATION...



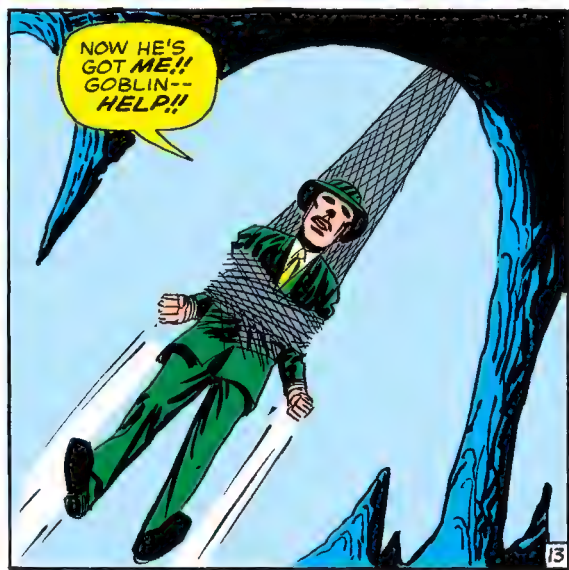
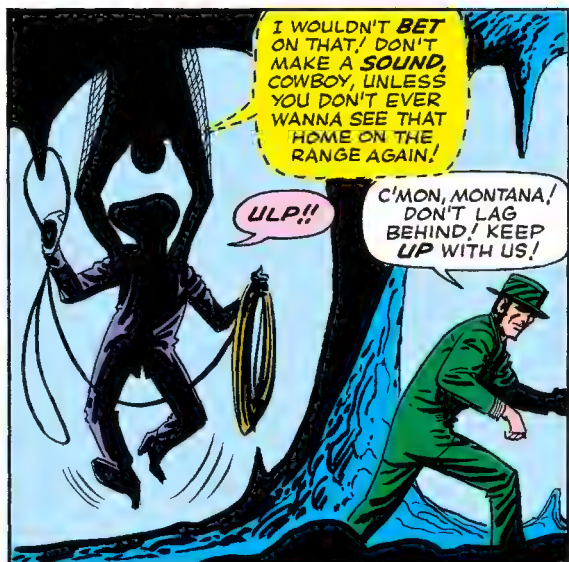
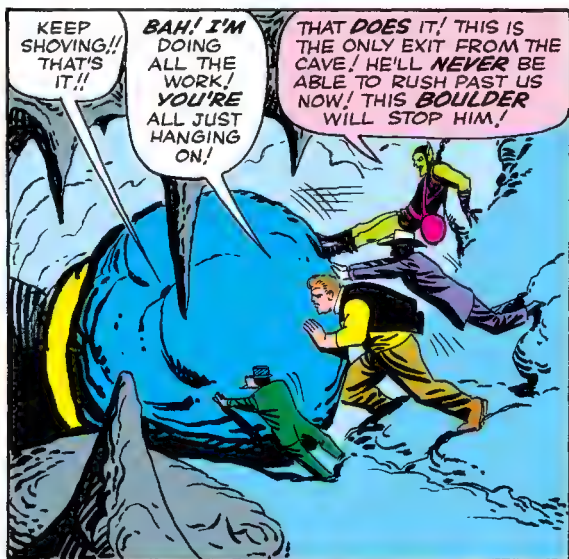
PARKER BETTER BRING ME BACK SOME SENSATIONAL PICTURES OF SPIDER-MAN! I DON'T WANT TO FIND OUT THAT HE'S WASTING HIS TIME DATING THOSE HOLLYWOOD GLAMOR GIRLS!!

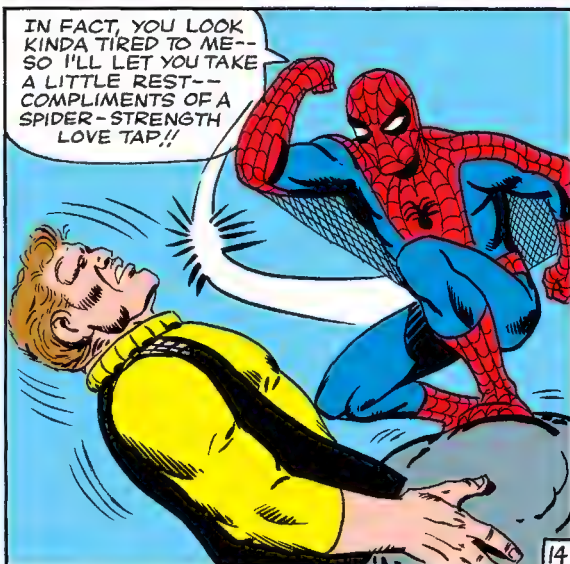
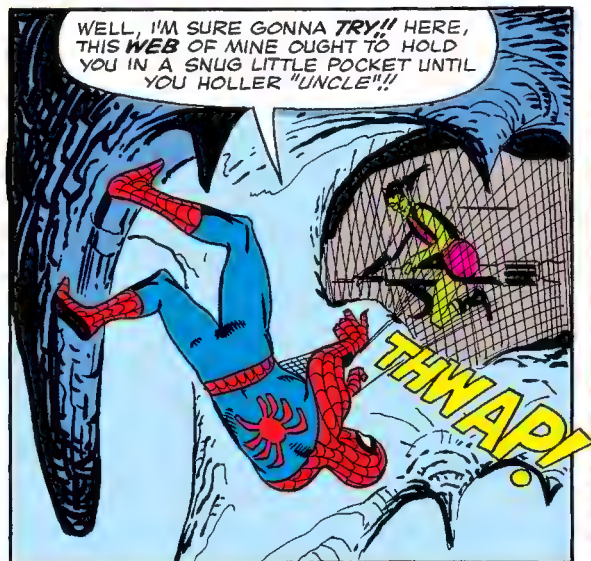
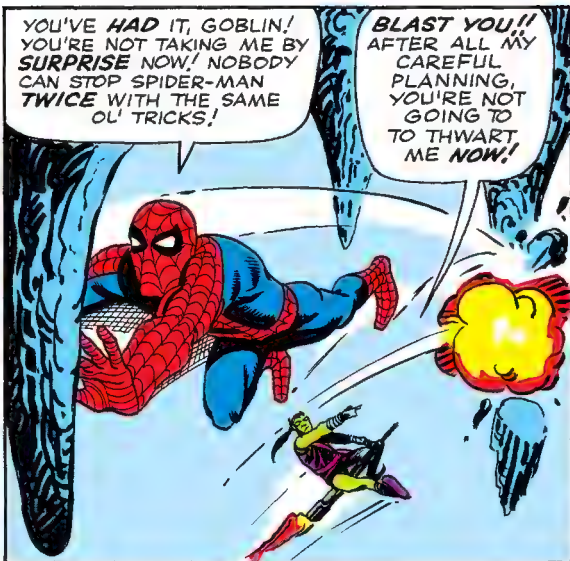
OH NO! I MUSTN'T EVEN LET MYSELF **THINK** SUCH THOUGHTS ABOUT HIM! I **MUSTN'T**!!

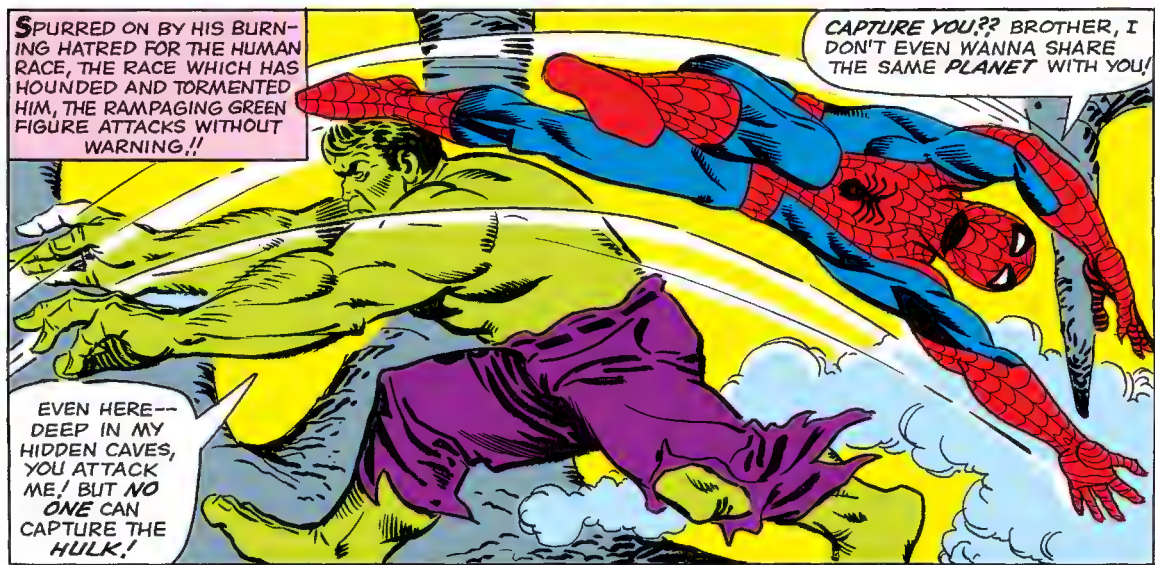
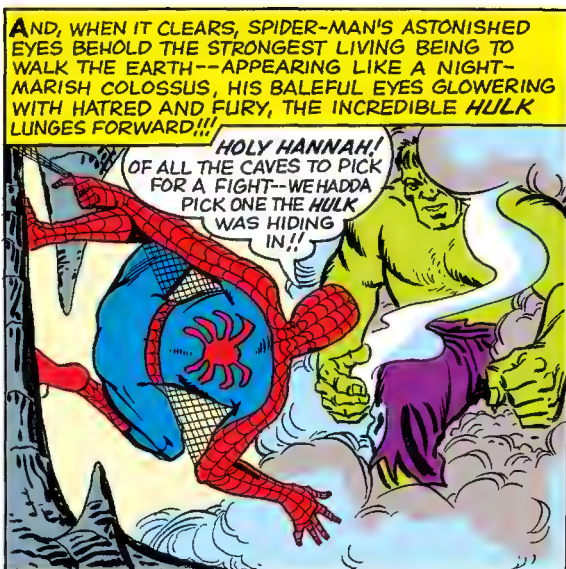
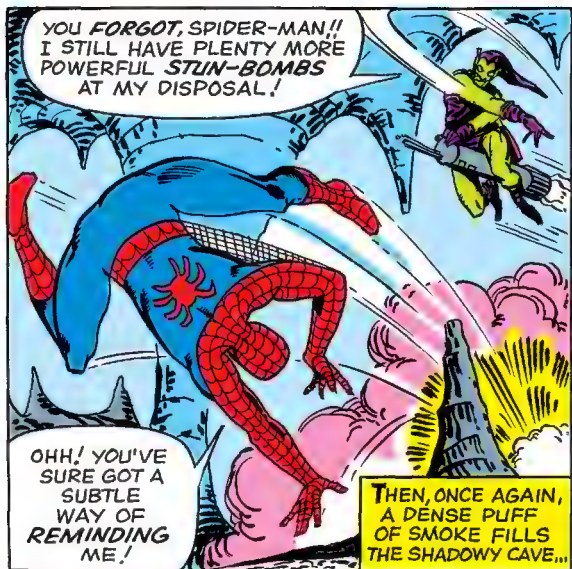
BUT, HOW ASTONISHED **ANY** OF THE FOLKS BACK HOME WOULD BE IF THEY COULD SEE WHAT'S HAPPENING **NOW**...



HE'S ENTERING THAT CAVE! I'LL SIGNAL THE **ENFORCERS**!



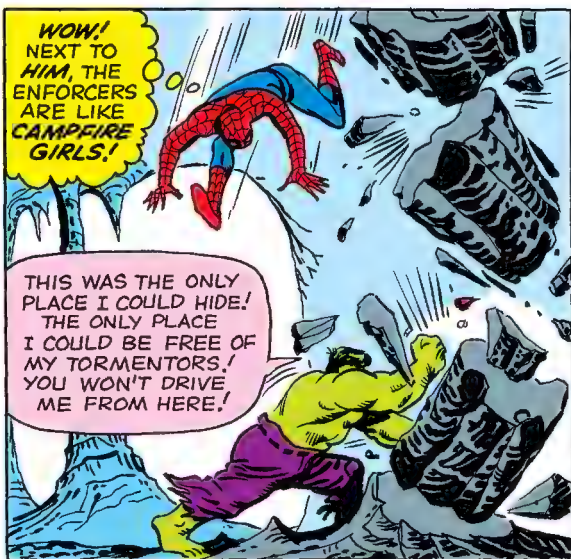






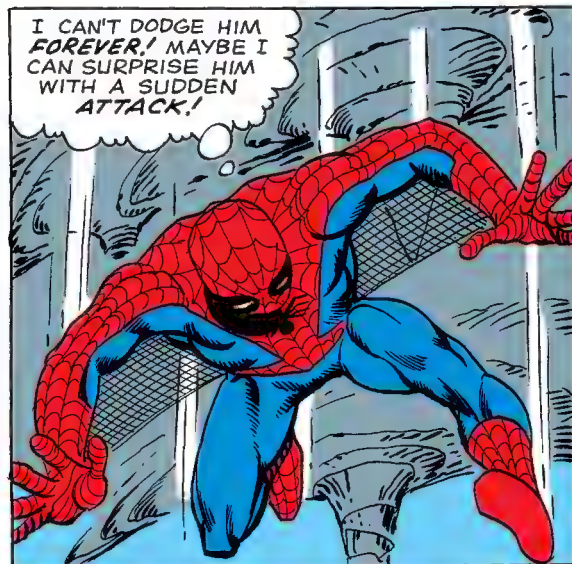
IT'S NO USE! I CAN'T REASON WITH HIM! MY ONLY HOPE IS TO STAY OUT OF REACH OF THOSE BONE-CRUSHING FISTS OF HIS!!

I'LL GET YOU DOWN FROM THERE! YOU WON'T ESCAPE ME!

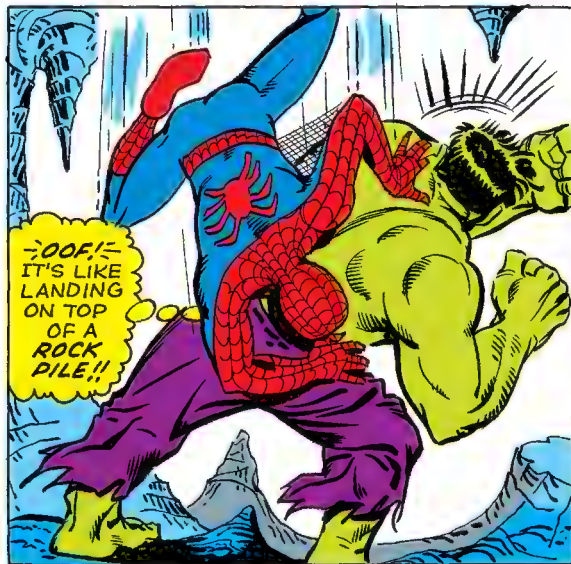


WOW! NEXT TO HIM, THE ENFORCERS ARE LIKE CAMPFIRE GIRLS!

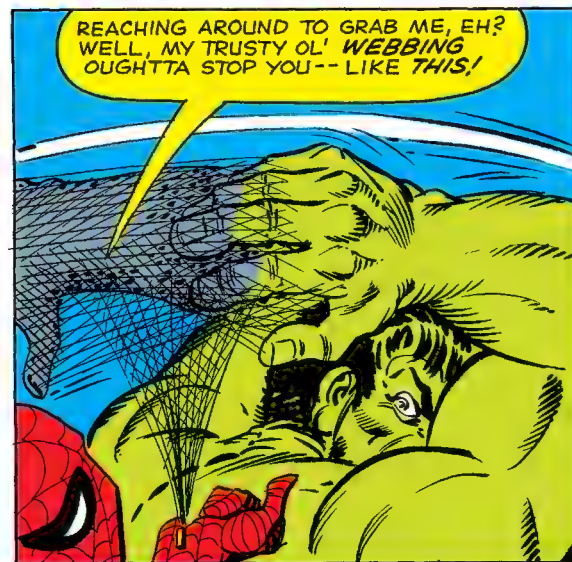
THIS WAS THE ONLY PLACE I COULD HIDE! THE ONLY PLACE I COULD BE FREE OF MY TORMENTORS! YOU WON'T DRIVE ME FROM HERE!



I CAN'T DODGE HIM FOREVER! MAYBE I CAN SURPRISE HIM WITH A SUDDEN ATTACK!



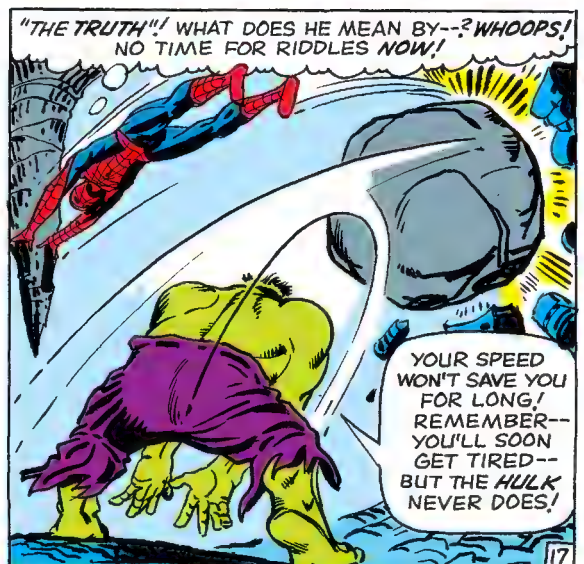
POOF! IT'S LIKE LANDING ON TOP OF A ROCK PILE!!

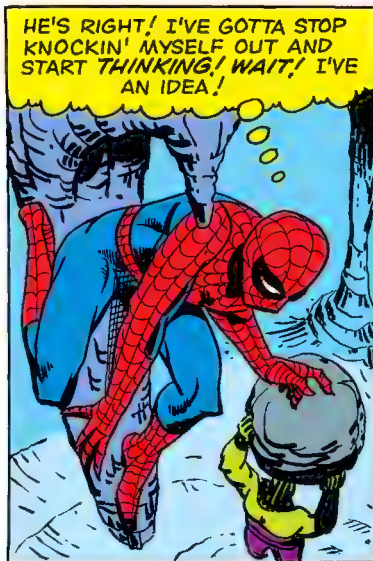


REACHING AROUND TO GRAB ME, EH? WELL, MY TRUSTY OL' WEBBING OUGHTTA STOP YOU-- LIKE THIS!



OH NO!! HE TORE IT APART AS THOUGH IT WAS MADE OF PAPER!





HE'S RIGHT! I'VE GOTTA STOP KNOCKIN' MYSELF OUT AND START THINKING! WAIT! I'VE AN IDEA!



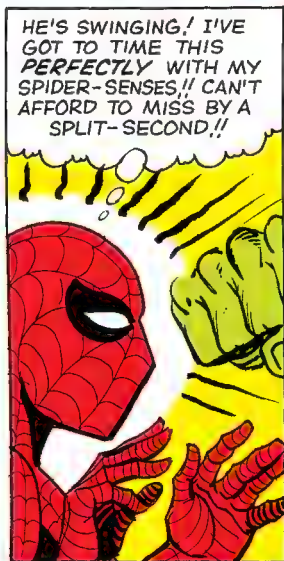
IF THIS DOESN'T WORK, IT'S "GOOD-BYE SPIDER-MAN," BUT I'VE GOT TO CHANCE IT!

OKAY, HULK-- LET'S SETTLE THIS NOW-- MAN TO MAN!



YOU DON'T FOOL ME! YOU HAVE A TRICK IN MIND! BUT IT WON'T HELP YOU, NOTHING WILL!

HE WAS RIGHT BEFORE --HE *ISN'T* SO DUMB! BUT I CAN'T BACK DOWN NOW!



HE'S SWINGING! I'VE GOT TO TIME THIS PERFECTLY WITH MY SPIDER-SENSES!! CAN'T AFFORD TO MISS BY A SPLIT-SECOND!!

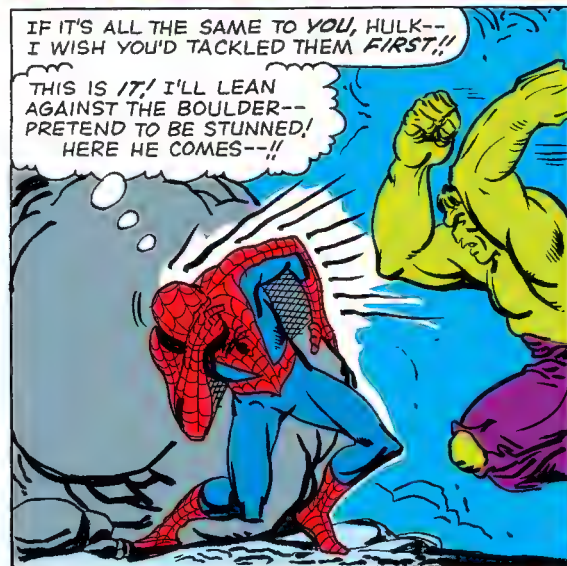


NOW! I'LL MOVE JUST ENOUGH TO DEFLECT THE BLOW! BUT HE MUSTN'T SUSPECT--!



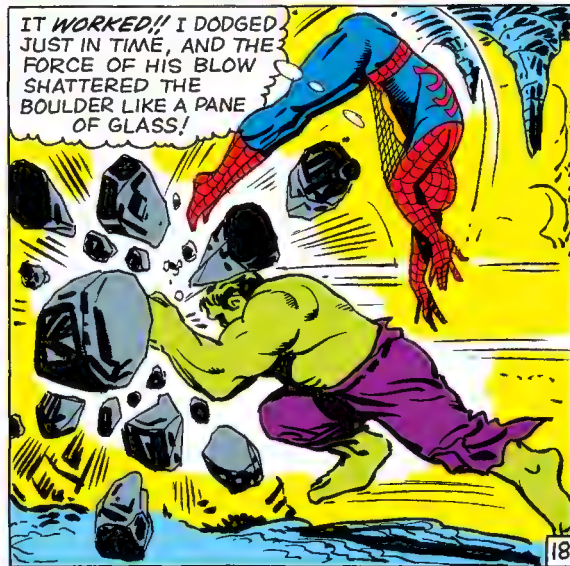
WHEW!-- EVEN THOUGH HE HARDLY TOUCHED ME, IT'S THE HARDEST PUNCH I EVER FELT!!

THERE ARE OTHERS IN THE CAVE!! ONCE I'VE FINISHED YOU, I'LL DO THE SAME TO THEM!

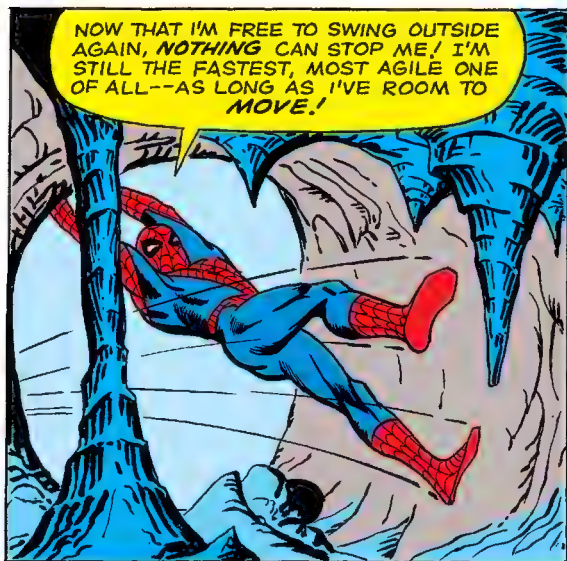


IF IT'S ALL THE SAME TO YOU, HULK-- I WISH YOU'D TACKLED THEM FIRST!!

THIS IS IT! I'LL LEAN AGAINST THE BOULDER-- PRETEND TO BE STUNNED! HERE HE COMES--!!



IT WORKED!! I DODGED JUST IN TIME, AND THE FORCE OF HIS BLOW SHATTERED THE BOULDER LIKE A PANE OF GLASS!



NOW THAT I'M FREE TO SWING OUTSIDE AGAIN, **NOTHING** CAN STOP ME! I'M STILL THE FASTEST, MOST AGILE ONE OF ALL--AS LONG AS I'VE ROOM TO **MOVE!**



THERE'S THE GOBLIN! HE'S TRYING TO ESCAPE, TOO! HE'S DESERTING THE ENFORCERS, LIKE THE RAT HE IS!!



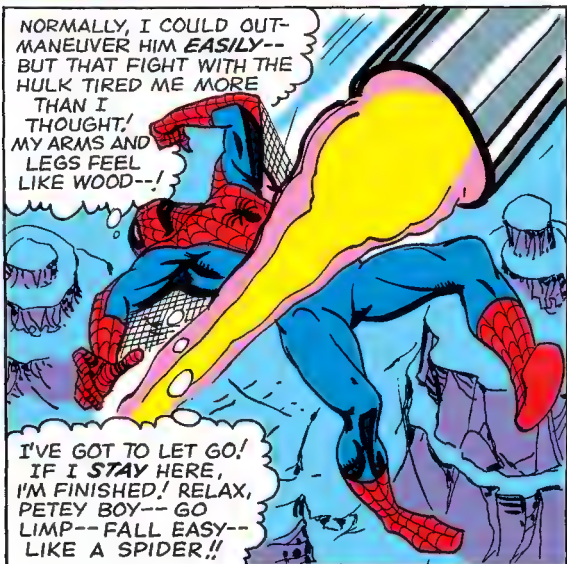
WELL, I'VE ALWAYS **WONDERED** WHAT WOULD HAPPEN IF A **SPIDER** TACKLED A RAT!!

SPIDER-MAN!



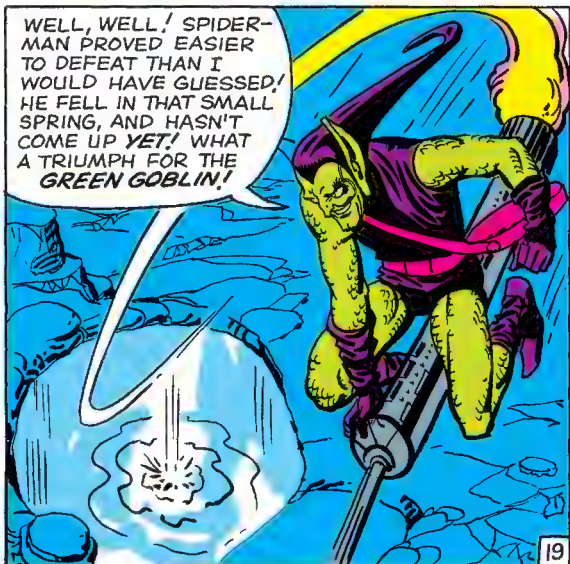
YOU SHOULD HAVE FLED WHILE YOU HAD THE CHANCE! HERE ON MY FLYING "BROOM-STICK" THE ADVANTAGE IS ALL **MINE!**

HE'S TRYING TO MANEUVER HIMSELF INTO POSITION TO BLAST ME WITH THOSE **JETS** OF HIS!

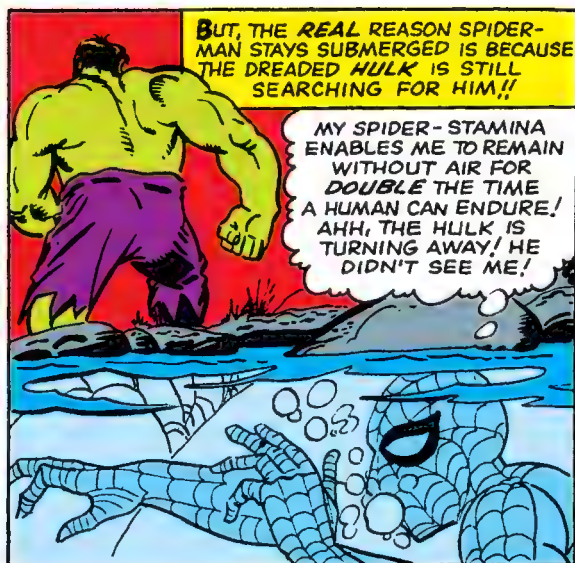


NORMALLY, I COULD OUT-MANEUVER HIM **EASILY**--BUT THAT FIGHT WITH THE HULK TIRED ME MORE THAN I THOUGHT! MY ARMS AND LEGS FEEL LIKE **WOOD**--!

I'VE GOT TO LET GO! IF I **STAY** HERE, I'M FINISHED! RELAX, PETEY BOY--GO LIMP--FALL EASY--LIKE A SPIDER!!

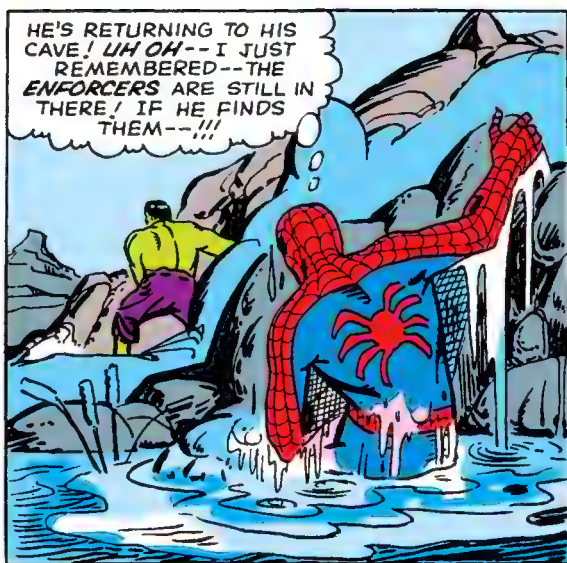


WELL, WELL! SPIDER-MAN PROVED EASIER TO DEFEAT THAN I WOULD HAVE GUESSED! HE FELL IN THAT SMALL SPRING, AND HASN'T COME UP **YET!** WHAT A TRIUMPH FOR THE **GREEN GOBLIN!**



BUT, THE REAL REASON SPIDER-MAN STAYS SUBMERGED IS BECAUSE THE DREADED HULK IS STILL SEARCHING FOR HIM!!

MY SPIDER-STAMINA ENABLES ME TO REMAIN WITHOUT AIR FOR DOUBLE THE TIME A HUMAN CAN ENDURE! AHH, THE HULK IS TURNING AWAY! HE DIDN'T SEE ME!

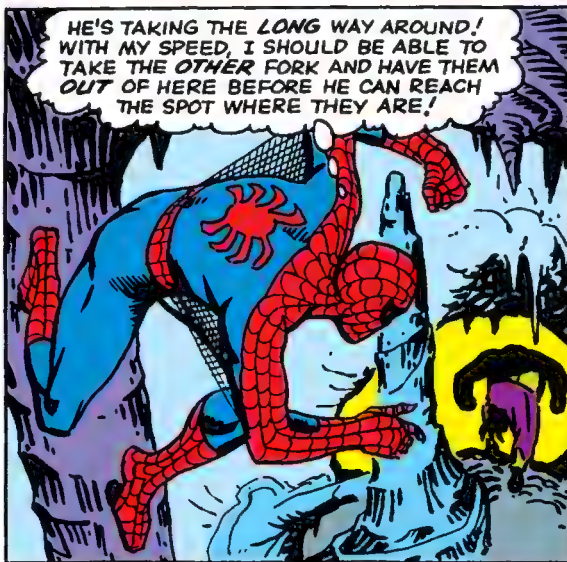


HE'S RETURNING TO HIS CAVE! UH OH--I JUST REMEMBERED--THE ENFORCERS ARE STILL IN THERE! IF HE FINDS THEM--!!!

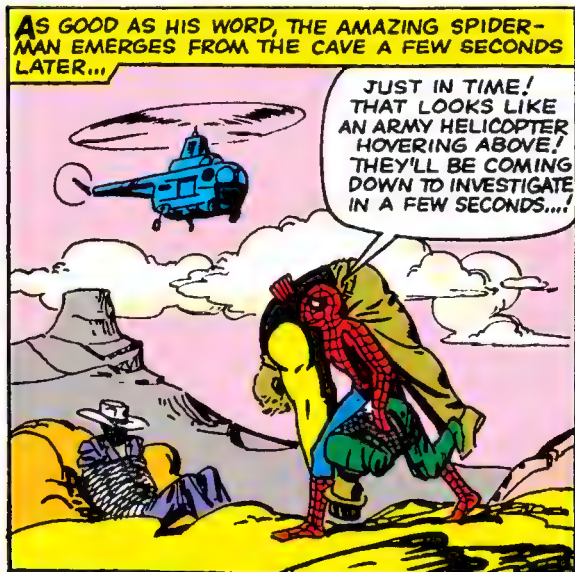


I'M PROBABLY A NIT-WIT FOR RISKING MY NECK AGAIN LIKE THIS!!

BUT, EVEN THOUGH THEY'RE NOT EXACTLY MY BEST FRIENDS, I CAN'T STAND BY AND LET THE HULK GRAB THEM!



HE'S TAKING THE LONG WAY AROUND! WITH MY SPEED, I SHOULD BE ABLE TO TAKE THE OTHER FORK AND HAVE THEM OUT OF HERE BEFORE HE CAN REACH THE SPOT WHERE THEY ARE!



AS GOOD AS HIS WORD, THE AMAZING SPIDER-MAN EMERGES FROM THE CAVE A FEW SECONDS LATER...

JUST IN TIME! THAT LOOKS LIKE AN ARMY HELICOPTER HOVERING ABOVE! THEY'LL BE COMING DOWN TO INVESTIGATE IN A FEW SECONDS...



BUT THERE'S NO NEED FOR ME TO HANG AROUND! ONCE THEY RECOGNIZE THE ENFORCERS THE REST WILL BE ROUTINE!

A SHORT TIME LATER, AT A PLUSH HOLLYWOOD SUITE OF OFFICES...

SORRY, B.J./ THE MOVIE'S A FIZZLE! THE **GREEN GOBLIN** FLEW AWAY--**SPIDER-MAN** VANISHED-- AND THE ARMY TURNED THE **ENFORCERS** OVER TO THE POLICE!

THEY CAN'T DO THIS TO B.J. COSMOS! CALL MY LAWYERS! WE'LL **SUE!**

WHO WILL WE SUE, B.J.??

WHAT'S THE DIFFERENCE?? WE'LL FIND SOMEONE!

AND WE COULDN'T EVEN **SEARCH** FOR THE **GREEN GOBLIN** OR **SPIDER-MAN** BECAUSE THE **HULK** WAS SIGHTED IN THE AREA! NOBODY WOULD DARE REMAIN THERE!

THE HULK??! DID YOU SAY **THE HULK??!** HOLD EVERYTHING--!! WHAT AN **INSPIRATION!!** HE'S EVEN BETTER THAN **SPIDER-MAN!** HE'S A GENUINE **MONSTER!** THE PUBLIC WILL LOVE HIM!

QUICK!! DRAW UP A **CONTRACT** FOR HIM!!!

BUT, B.J.--HOW CAN WE MAKE THE **HULK** SIGN A **CONTRACT???**

DON'T BOTHER ME WITH PETTY DETAILS!! I CAN SEE IT ALL NOW-- A CAST OF **THOUSANDS!!** WE'LL GET **DORIS DAY** TO SING THE HIT SONG BASED ON THE TITLE: "**THE HONEY AND THE HULK!**" WE'LL GET A HUNDRED DANCING GIRLS--!!

NOW HOP ON THE FIRST PLANE BACK THERE! DON'T COME BACK WITHOUT THE **HULK'S** NAME ON A **CONTRACT!** WELL, WHAT ARE YOU **WAITING FOR???**

MR, COSMOS--I WANNA **TALK** TO YOU!! FROM NOW ON, YOU BETTER BE MORE CAREFUL ABOUT THE PEOPLE YOU HIRE!! ESPECIALLY YOUR **VILLAINS!**

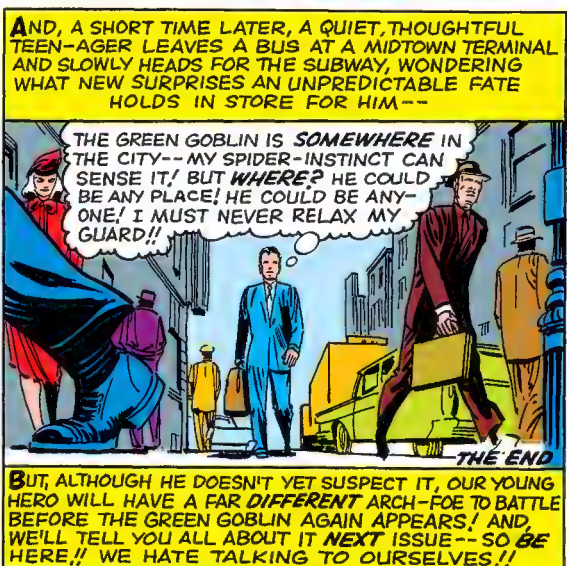
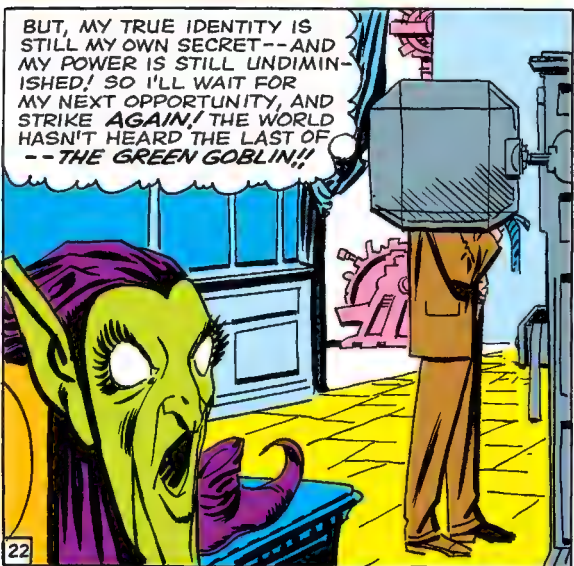
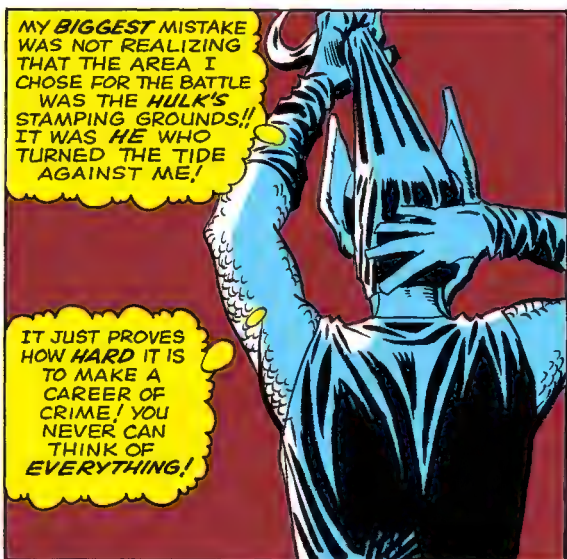
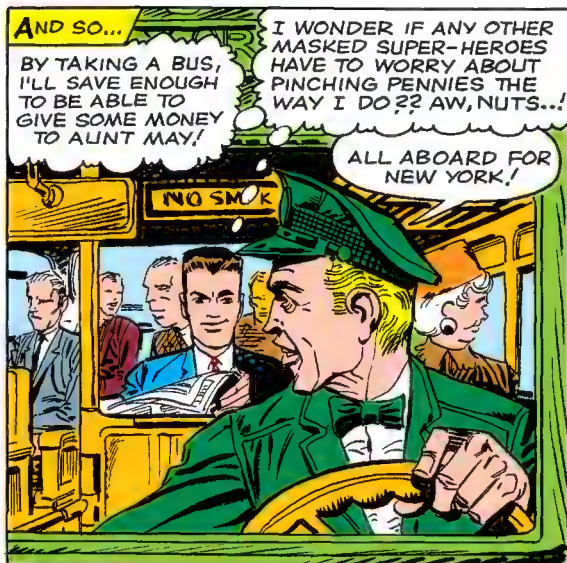
B-BUT, B.J.--!!

SPIDER-MAN! SORRY, MY BOY, I CAN'T **USE** YOU ANYMORE! WE'VE STOPPED SHOOTING ON YOUR PICTURE! WE'RE GOING TO START A **NEW** SPECTACULAR! BUT, IF YOU'LL LEAVE YOUR PHONE NUMBER, PERHAPS WE'LL NEED SOME EXTRAS...

NOW **WAIT** A MINUTE! WHAT ABOUT OUR **CONTRACT??**

DIDN'T YOU READ THE **FINE PRINT??** YOU DON'T GET ANY MONEY UNTIL THE PICTURE IS **COMPLETED!** SO, IF WE DON'T COMPLETE IT, I DON'T OWE YOU ANYTHING! BUT, I'LL PAY YOU YOUR **EXPENSES!!**

YOU'RE NOT RELATED TO J. JONAH JAMESON BY SOME CHANCE, ARE YOU?





MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

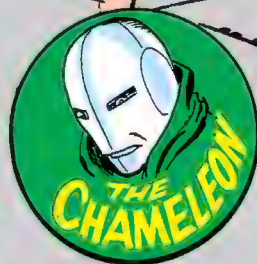
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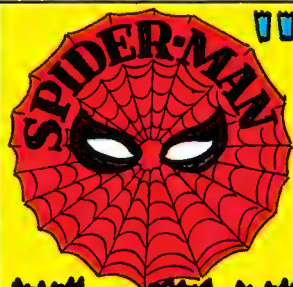
SO YOU THINK THERE ARE
NO NEW TYPES OF SUPER-
VILLAINS LEFT FOR OL' SPIDEY
TO BATTLE, EH? WELL, YOU'VE
GOT A SURPRISE COMING!!
HERE'S ONE OF THE NEWEST
AND GREATEST OF ALL...

KRAVEN, THE HUNTER!



SPECIAL GUEST STAR:
RE-INTRODUCING ONE OF THE FIRST
FOES SPIDER-MAN EVER FOUGHT





"KRAVEN THE HUNTER!"

OKAY, GROUP... THE PARTY'S OVER! IN CASE YOU HAVEN'T HEARD, THERE'S A LITTLE OL' LAW AGAINST ORGANIZING BANK ROBBERY GANGS IN THIS TOWN!

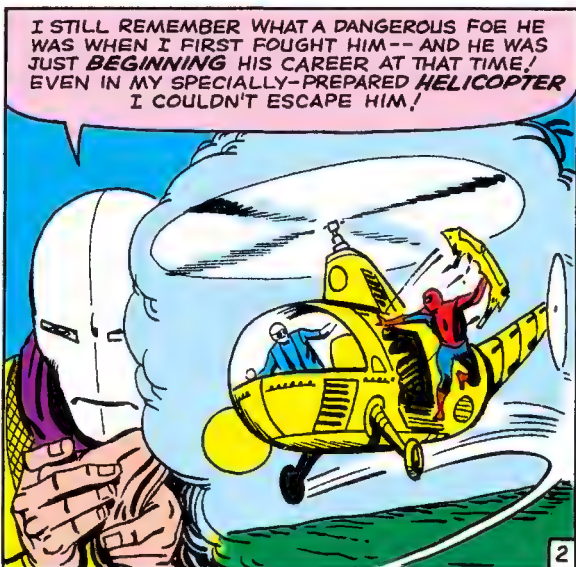
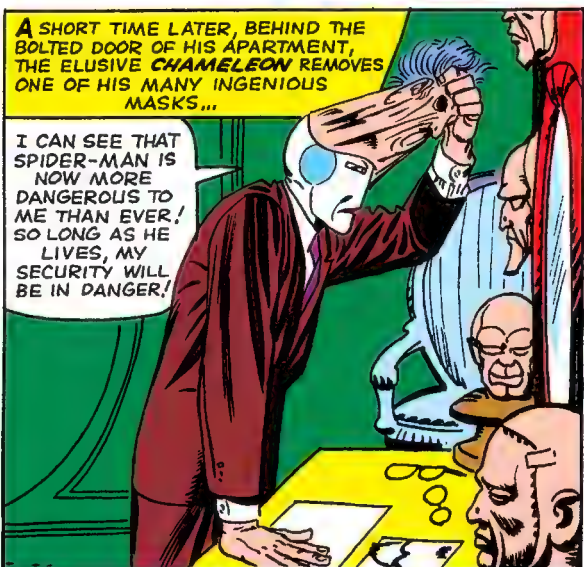
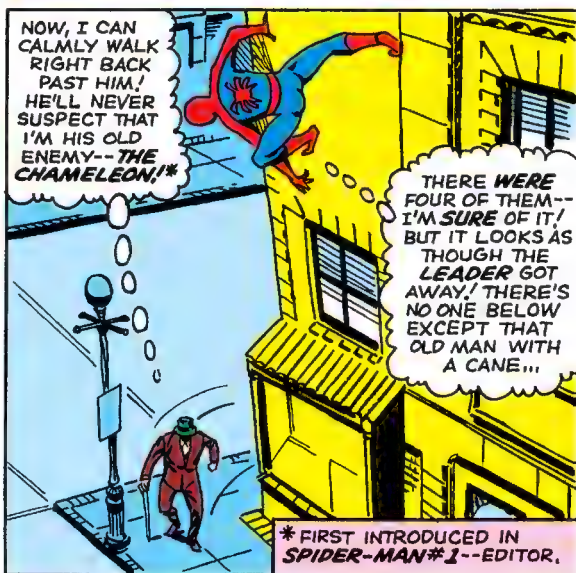
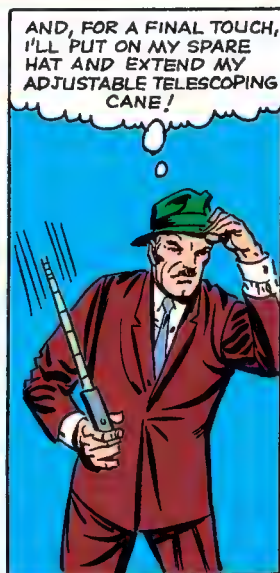
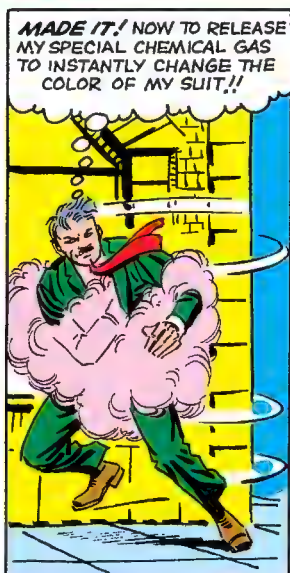
FOR ANY OF YOU WHO MAY HAVE BEEN LIVING IN ANOTHER GALAXY FOR THE PAST TWO YEARS, WE'LL EXPLAIN THAT THIS IS CERTAINLY THE MOST EXCITING SPIDEY ADVENTURE WE'VE EVER PRESENTED! (SINCE THE LAST ONE!) IT'S GOT VILLAINS, HEROES, ACTION, A MISH-MASH OF EVERYTHING-- AND IT'S TOLD IN THE MARVEL MANNER! 'NUFF SAID!

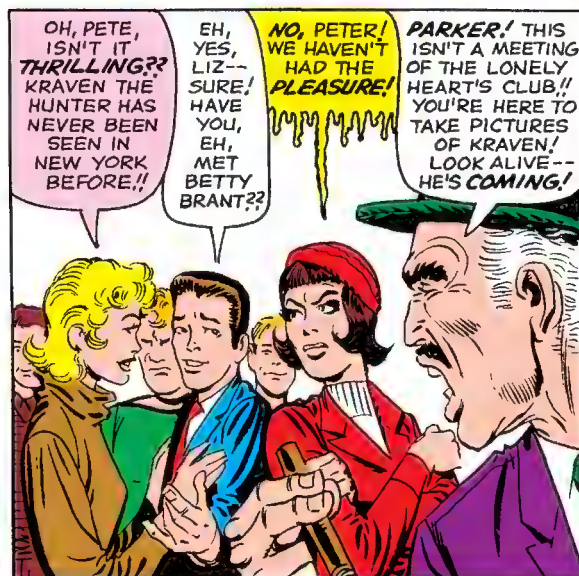
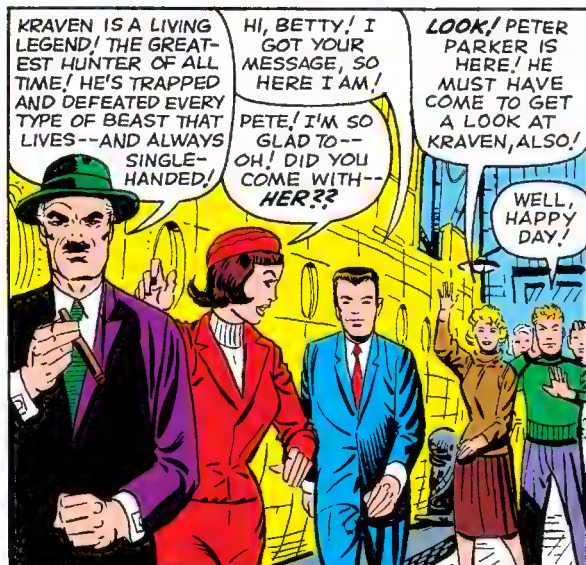
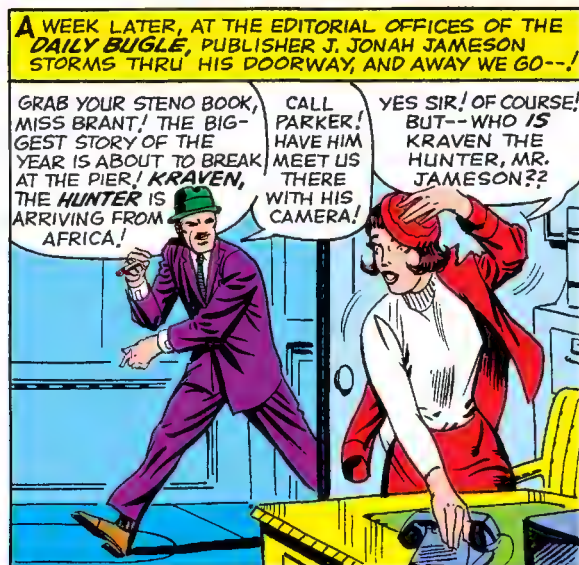
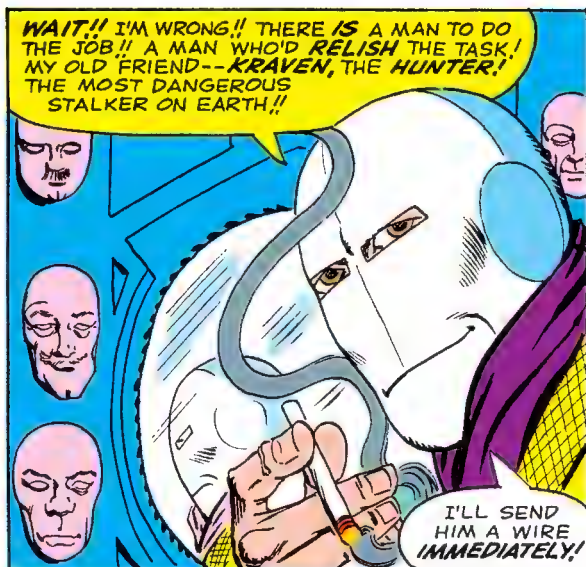
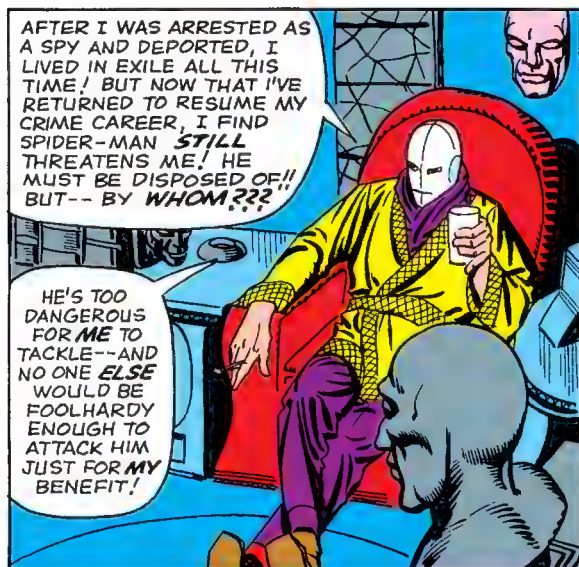
WE'RE TRAPPED! IT'S SPIDER-MAN! HE MUST HAVE BEEN SHADOWING US OUT THERE-- LISTENING TO OUR PLANS!

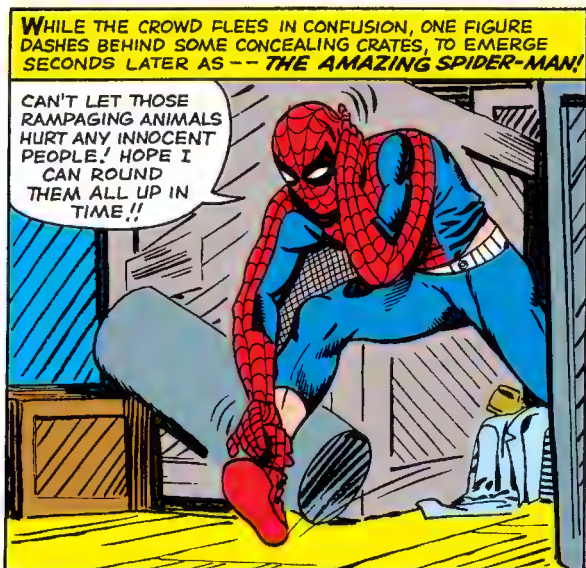
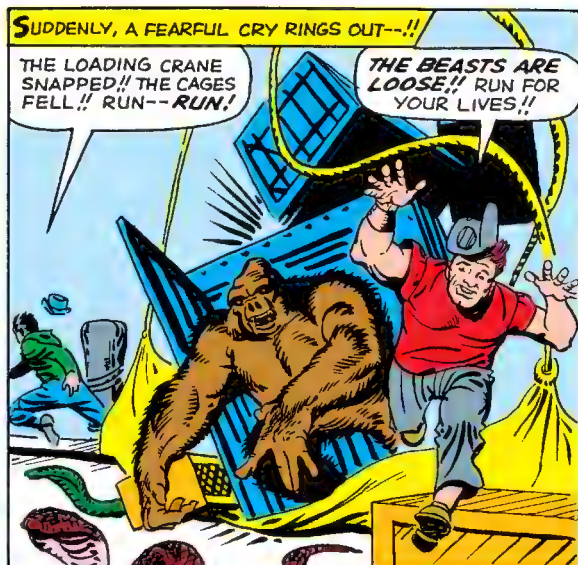
WRITTEN BY:
STAN LEE
(BECAUSE WE COULDN'T
AFFORD MICKEY SPILLANE)

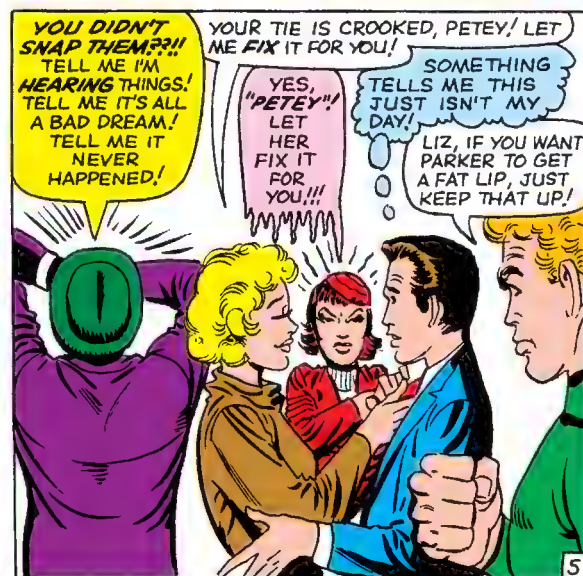
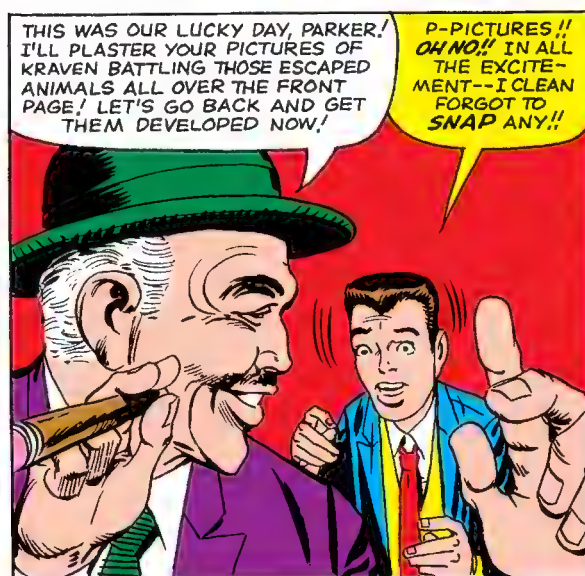
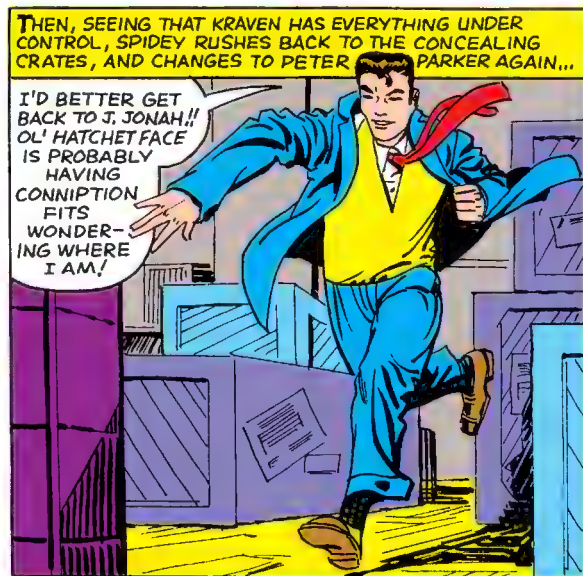
ILLUSTRATED BY:
STEVE DITKO
(BECAUSE PICASSO WAS
OUT OF TOWN)

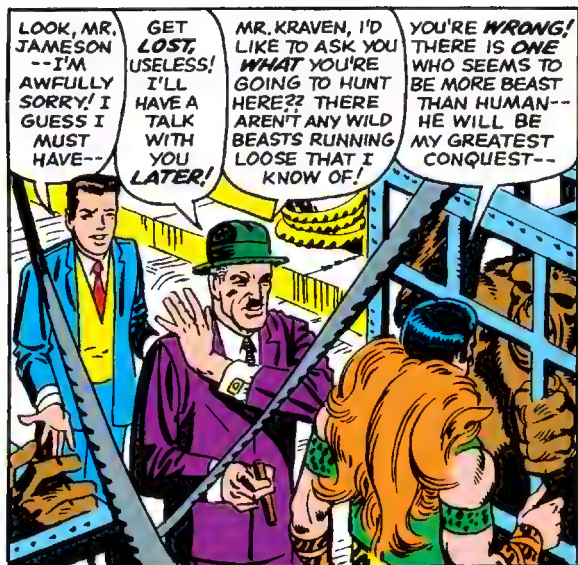
LETTERED BY:
ART SIMEK
(BECAUSE HIS NAME
FITS THIS SPACE)











LOOK, MR. JAMESON--I'M AWFULLY SORRY! I GUESS I MUST HAVE--

GET LOST, USELESS! I'LL HAVE A TALK WITH YOU LATER!

MR. KRAVEN, I'D LIKE TO ASK YOU WHAT YOU'RE GOING TO HUNT HERE?? THERE AREN'T ANY WILD BEASTS RUNNING LOOSE THAT I KNOW OF!

YOU'RE **WRONG!** THERE IS **ONE** WHO SEEMS TO BE MORE BEAST THAN HUMAN-- HE WILL BE MY GREATEST CONQUEST--



THE MOST DANGEROUS GAME IN THE WORLD IS-- **MAN!!** AND I SHALL HUNT THE MOST DANGEROUS MAN OF ALL-- THE ONE WHO CALLS HIMSELF-- **SPIDER-MAN!**

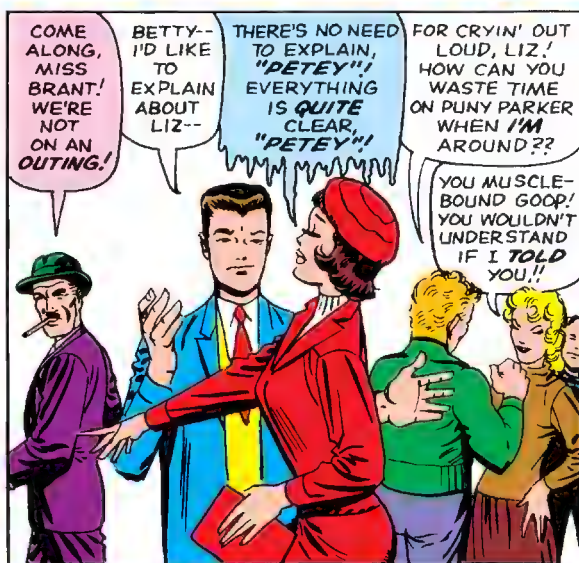
HE'S GONNA HUNT ME!!?? OH BROTHER!! I HAD A **FEELING** I SHOULD'VE STAYED IN BED TODAY!



I CAN'T SAY IT ISN'T AN INTRIGUING IDEA, MR. KRAVEN, BUT YOU KNOW THERE ARE **LAWS** AGAINST THINGS LIKE THAT! YOU CAN'T JUST TRACK DOWN A HUMAN BEING IN THIS COUNTRY...

WE SHALL **SEE** ABOUT THAT, MR. JAMESON-- WE SHALL **SEE!**

THAT CHARACTER ISN'T **KIDDIN'!** SOMETHING TELLS ME THERE'S **MORE** TO ALL THIS THAN WOULD APPEAR ON THE SURFACE, BUT **WHAT?** WHAT'S HIS **REAL** REASON FOR WANTING TO HUNT ME?



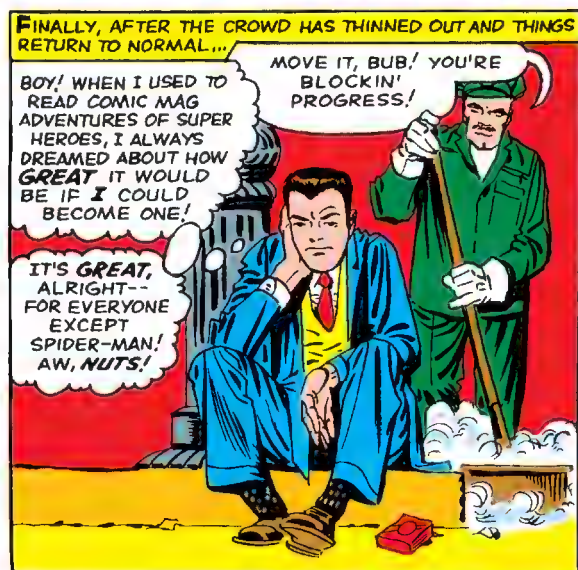
COME ALONG, MISS BRANT! WE'RE NOT ON AN **OUTING!**

BETTY-- I'D LIKE TO EXPLAIN ABOUT LIZ--

THERE'S NO NEED TO EXPLAIN, "**PETEY!**" EVERYTHING IS **QUITE** CLEAR, "**PETEY!**"

FOR CRYIN' OUT LOUD, LIZ! HOW CAN YOU WASTE TIME ON PUNY PARKER WHEN I'M AROUND??

YOU MUSCLE-BOUND GOOP! YOU WOULDN'T UNDERSTAND IF I **TOLD** YOU!!

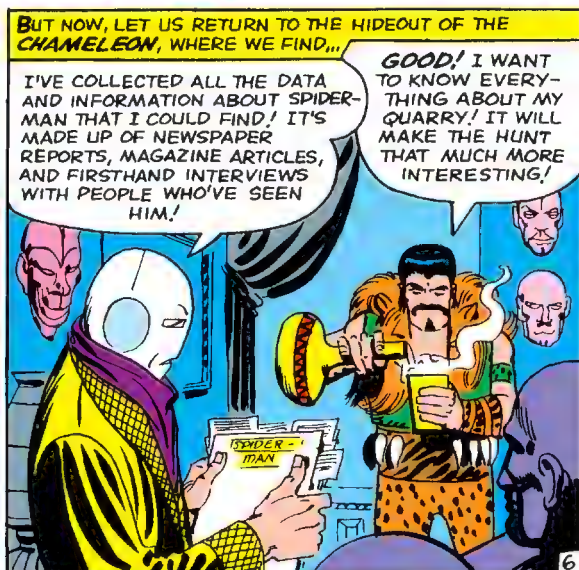


FINALLY, AFTER THE CROWD HAS THINNED OUT AND THINGS RETURN TO NORMAL...

BOY! WHEN I USED TO READ COMIC MAG ADVENTURES OF SUPER HEROES, I ALWAYS DREAMED ABOUT HOW **GREAT** IT WOULD BE IF I COULD BECOME ONE!

IT'S **GREAT**, ALRIGHT-- FOR EVERYONE EXCEPT **SPIDER-MAN!** AW, **NUTS!**

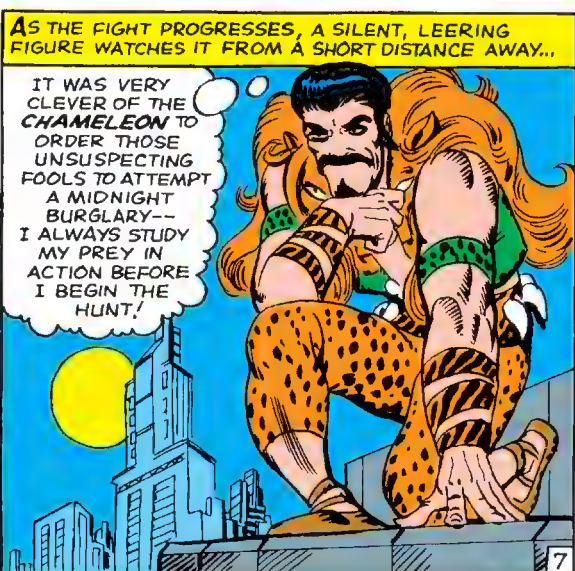
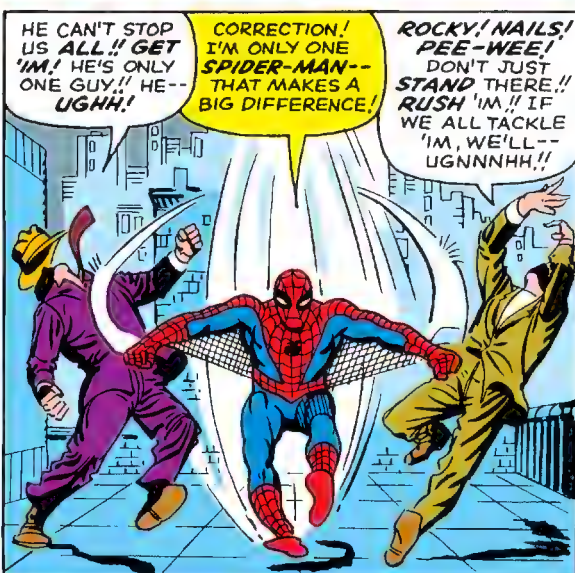
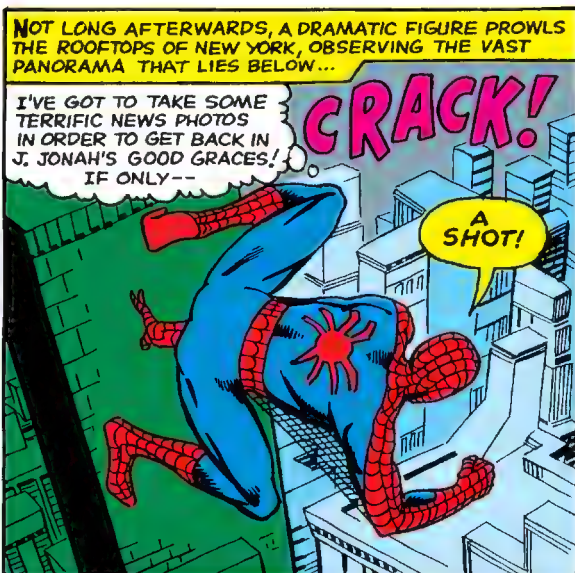
MOVE IT, BUB! YOU'RE BLOCKIN' PROGRESS!



BUT NOW, LET US RETURN TO THE HIDEOUT OF THE **CHAMELEON**, WHERE WE FIND...

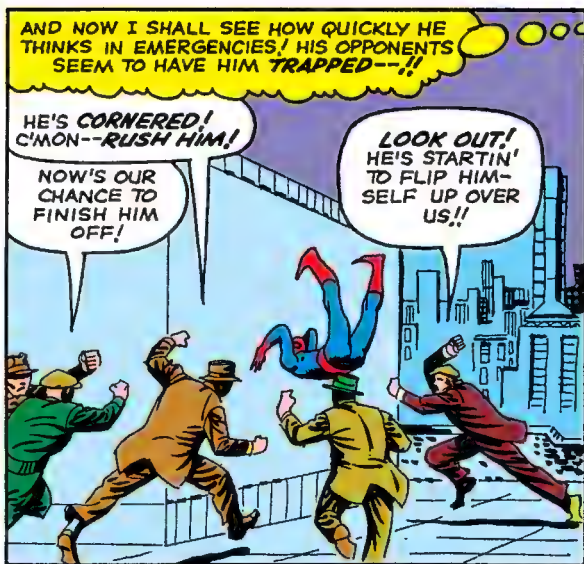
I'VE COLLECTED ALL THE DATA AND INFORMATION ABOUT SPIDER-MAN THAT I COULD FIND! IT'S MADE UP OF NEWSPAPER REPORTS, MAGAZINE ARTICLES, AND FIRSTHAND INTERVIEWS WITH PEOPLE WHO'VE SEEN HIM!

GOOD! I WANT TO KNOW EVERYTHING ABOUT MY QUARRY! IT WILL MAKE THE HUNT THAT MUCH MORE INTERESTING!





I NEED HAVE NO FEAR-- HE **WILL** BE A WORTHY FOE! HE HAS SPEED-- SKILL-- AND DARING!



AND NOW I SHALL SEE HOW QUICKLY HE THINKS IN EMERGENCIES! HIS OPPONENTS SEEM TO HAVE HIM **TRAPPED**--!!

HE'S **CORNERED!** C'MON--**RUSH HIM!**

NOW'S OUR CHANCE TO FINISH HIM OFF!

LOOK OUT! HE'S STARTIN' TO FLIP HIMSELF UP OVER US!!



HOW DOES HE **DO** IT?? HE'S STANIN' ON THE SIDE OF THE WALL!! CAN'T **REACH** 'IM!!

BUT, FROM MY LITTLE VANTAGE POINT UP HERE, I CAN REACH **YOU**-- SEE WHAT I MEAN??



NOW **LOOK!** AFTER ALL MY TROUBLE, DO YOU THINK I'M GONNA LET YOU RUN AWAY SO EASILY??

QUICK! WE'LL DUCK AROUND THIS CEMENT BLOCK, AND--

HEY!! HOW'D HE GET OVER HERE???



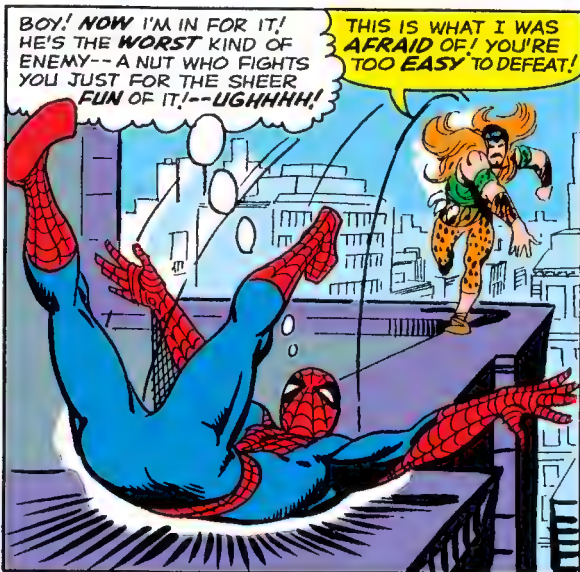
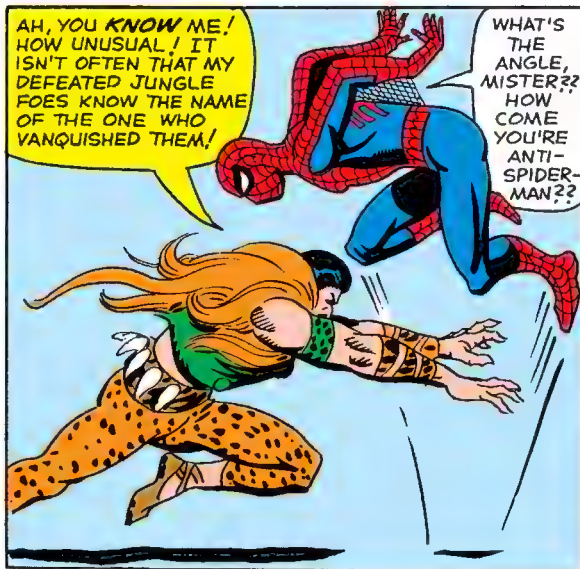
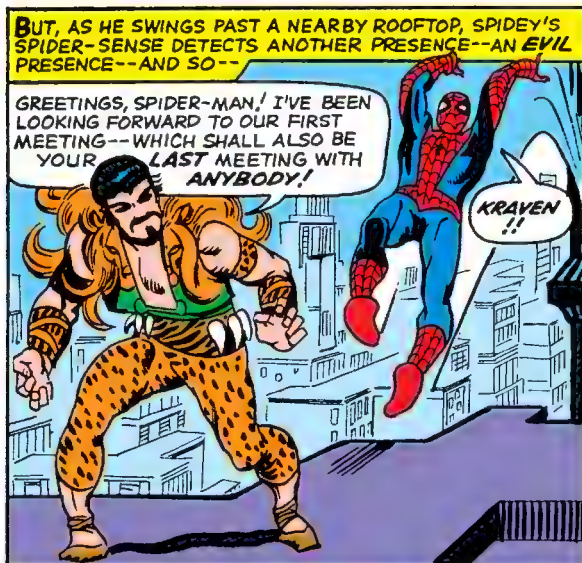
MIGHT AS WELL WRAP IT UP NOW! MY AUTOMATIC CAMERA HAS TAKEN ALL THE PIX I NEED!

OKAY, KIDDIES! YOU MUST ALL BE GETTIN' **TIRED** AFTER SUCH A STRENUOUS PLAYTIME, SO YOU'D BETTER TAKE A LITTLE NAP UNTIL THE POLICE GET HERE!



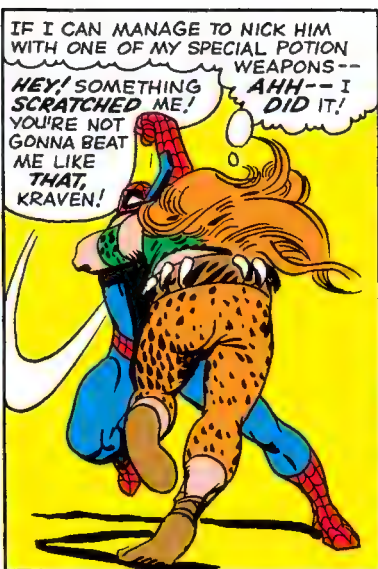
NOW **THAT** WAS A PLEASANT WAY TO SPEND A FEW IDLE MINUTES!

IT'S ABOUT TIME **SOMETHING** I DID TURNED OUT RIGHT! I WAS BEGINNING TO FEEL LIKE A WALKING **JINX!**





HE'S STRONGER THAN I THOUGHT! EVEN WITH ONE HAND HE'S BEATING ME! I CAN'T DEFEAT HIM FAIRLY, BUT--

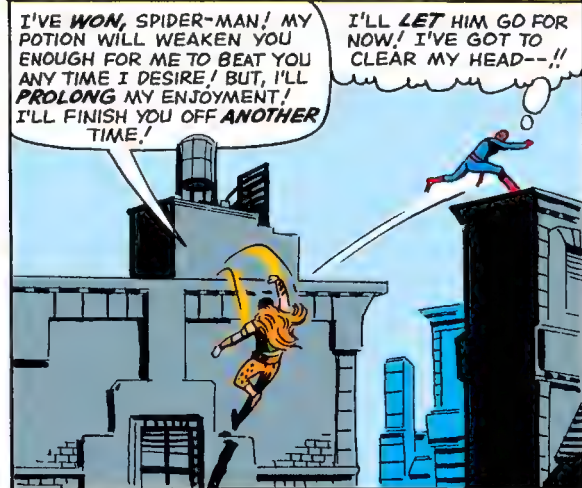


IF I CAN MANAGE TO NICK HIM WITH ONE OF MY SPECIAL POTION WEAPONS--
HEY! SOMETHING SCRATCHED ME! YOU'RE NOT GONNA BEAT ME LIKE THAT, KRAVEN!



I-I FEEL KINDA WOOLY! THAT WAS MORE THAN A SIMPLE SCRATCH! HE GOT SOME SORT OF POTION IN MY BLOODSTREAM!! BUT WHAT WAS IT??

THEN, AS SPIDER-MAN RELEASES HIS SAVAGE FOE FOR AN INSTANT, KRAVEN RACES AWAY, WITH A TRIUMPHANT CRY RINGING FROM HIS SNEERING LIPS...



I'VE WON, SPIDER-MAN! MY POTION WILL WEAKEN YOU ENOUGH FOR ME TO BEAT YOU ANY TIME I DESIRE! BUT, I'LL PROLONG MY ENJOYMENT! I'LL FINISH YOU OFF ANOTHER TIME!

I'LL LET HIM GO FOR NOW! I'VE GOT TO CLEAR MY HEAD--!!

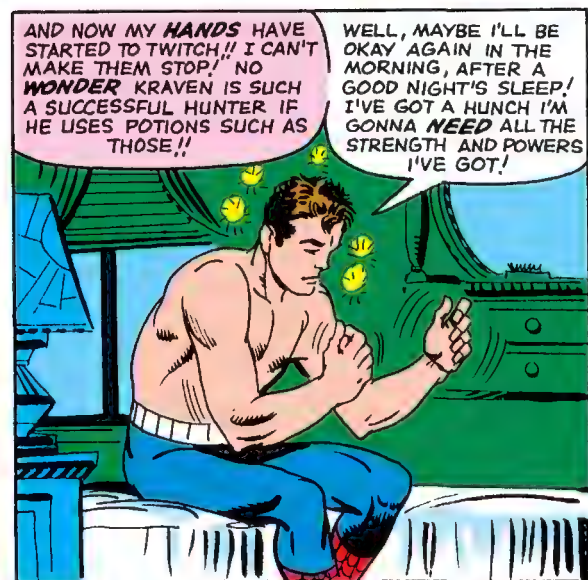


I'M GETTING DIZZIER BY THE MINUTE! I'LL JUST GRAB MY CAMERA FROM WHERE I LEFT IT, AND TRY TO MAKE IT HOME!



FOR THE NEXT FEW MINUTES, THE AMAZING TEEN-AGER SLOWLY AND CAUTIOUSLY HUGS THE ROOF-TOPS ON HIS JOURNEY HOME, AND THEN FINALLY...

WHEW! MY SHOULDER IS GETTING BACK TO NORMAL NOW, BUT I CAN'T LOSE THIS DIZZINESS!



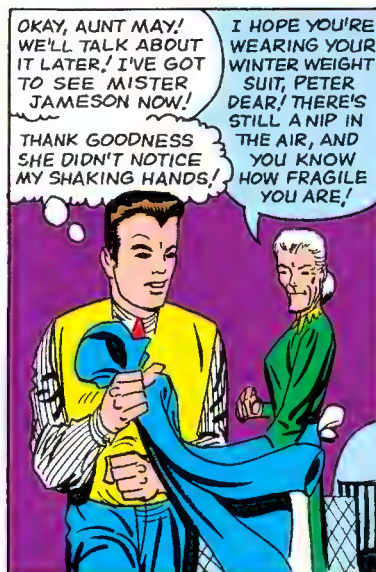
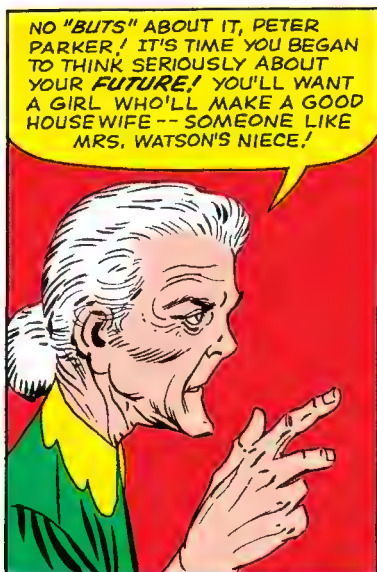
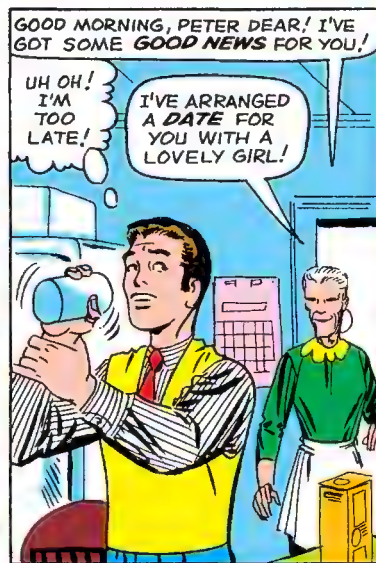
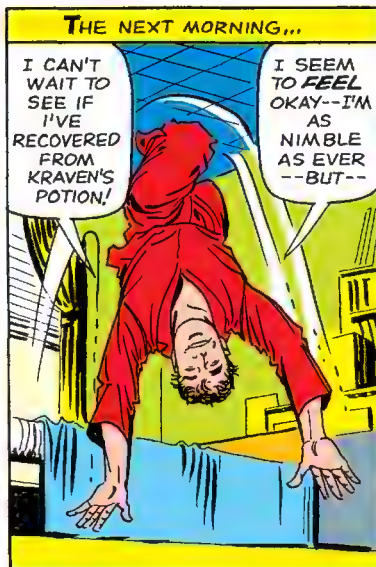
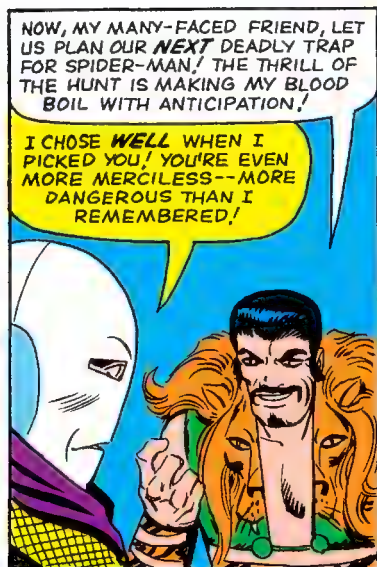
AND NOW MY HANDS HAVE STARTED TO TWITCH!! I CAN'T MAKE THEM STOP! NO WONDER KRAVEN IS SUCH A SUCCESSFUL HUNTER IF HE USES POTIONS SUCH AS THOSE!!

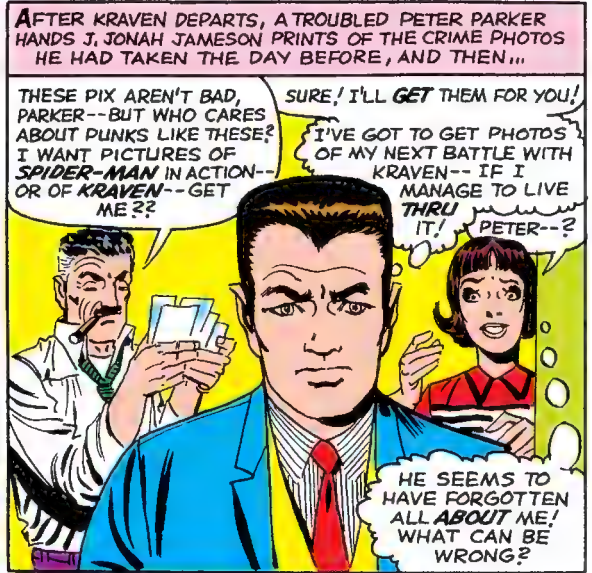
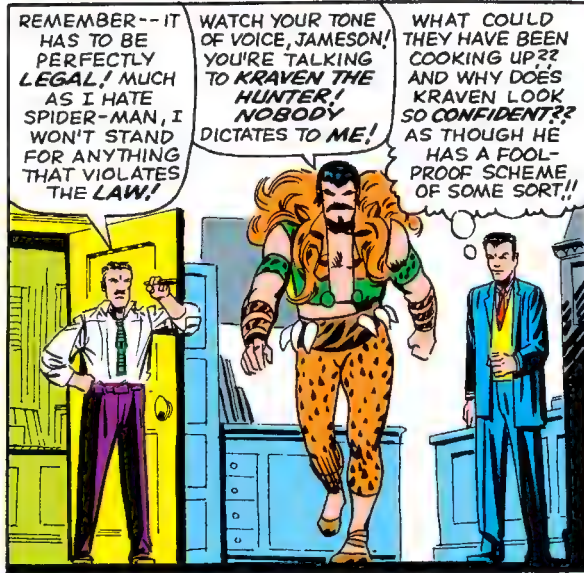
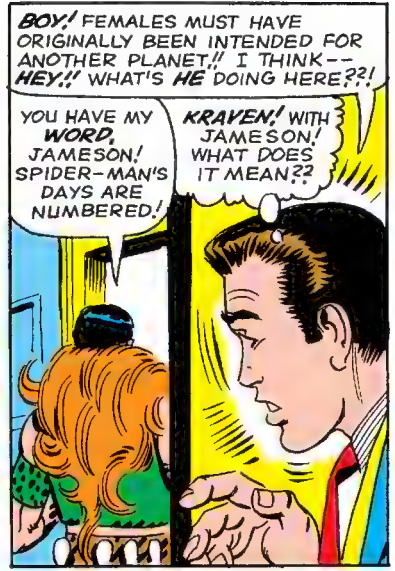
WELL, MAYBE I'LL BE OKAY AGAIN IN THE MORNING, AFTER A GOOD NIGHT'S SLEEP! I'VE GOT A HUNCH I'M GONNA NEED ALL THE STRENGTH AND POWERS I'VE GOT!

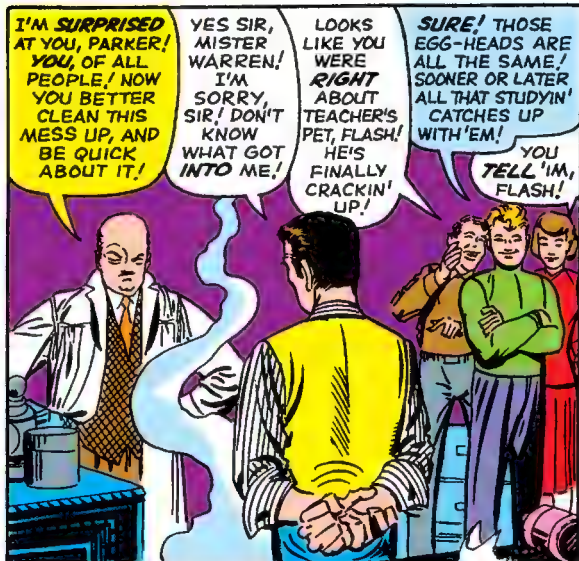


AND, IN ANOTHER PART OF TOWN... I DON'T GET IT, KRAVEN! YOU SAY HE'S FAR STRONGER, FAR MORE DANGEROUS THAN YOU THOUGHT--AND YET YOU'RE HAPPY ABOUT IT!

OF COURSE I AM! HE'S THE KIND OF FOE I'VE ALWAYS WANTED --ONE TO TEST MY METTLE TO ITS FULLEST! WHAT A TRIUMPH THIS WILL BE FOR ME! HOW SWEET WILL BE THE FRUITS OF MY VICTORY!







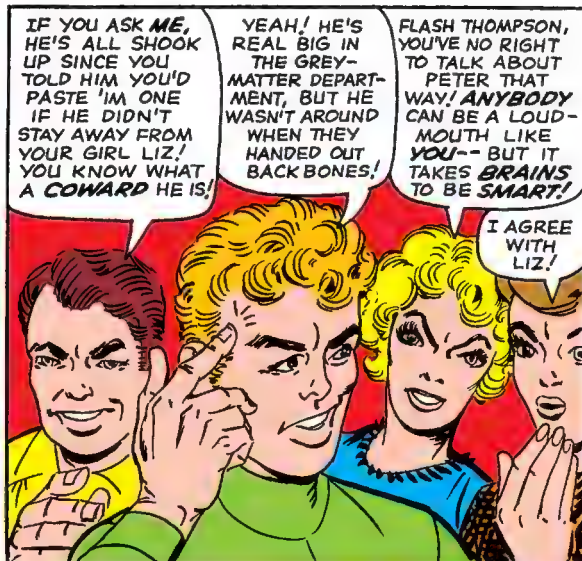
I'M **SURPRISED** AT YOU, PARKER! YOU, OF ALL PEOPLE, NOW YOU BETTER CLEAN THIS MESS UP, AND BE QUICK ABOUT IT!

YES SIR, MISTER WARREN! I'M SORRY, SIR! DON'T KNOW WHAT GOT INTO ME!

LOOKS LIKE YOU WERE **RIGHT** ABOUT TEACHER'S PET, FLASH! HE'S FINALLY CRACKIN' UP!

SURE! THOSE EGG-HEADS ARE ALL THE SAME, SOONER OR LATER ALL THAT STUDYIN' CATCHES UP WITH 'EM!

YOU TELL 'IM, FLASH!

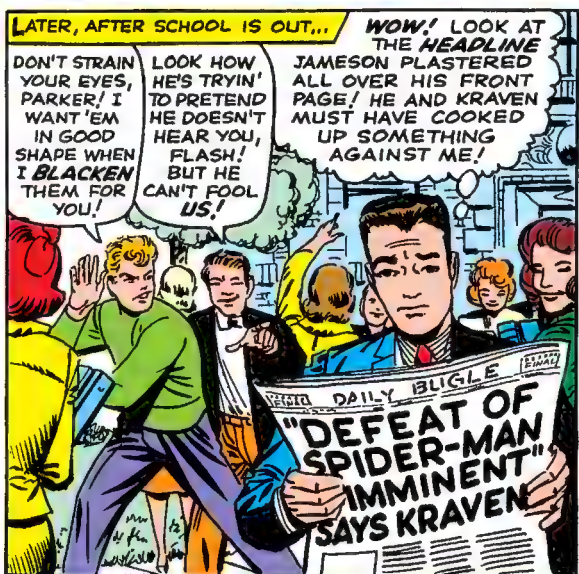


IF YOU ASK ME, HE'S ALL SHOOK UP SINCE YOU TOLD HIM YOU'D PASTE 'IM ONE IF HE DIDN'T STAY AWAY FROM YOUR GIRL LIZ! YOU KNOW WHAT A **COWARD** HE IS!

YEAH! HE'S REAL BIG IN THE GREY-MATTER DEPARTMENT, BUT HE WASN'T AROUND WHEN THEY HANDED OUT BACK BONES!

FLASH THOMPSON, YOU'VE NO RIGHT TO TALK ABOUT PETER THAT WAY! **ANYBODY** CAN BE A LOUD-MOUTH LIKE YOU-- BUT IT TAKES **BRAINS** TO BE **SMART!**

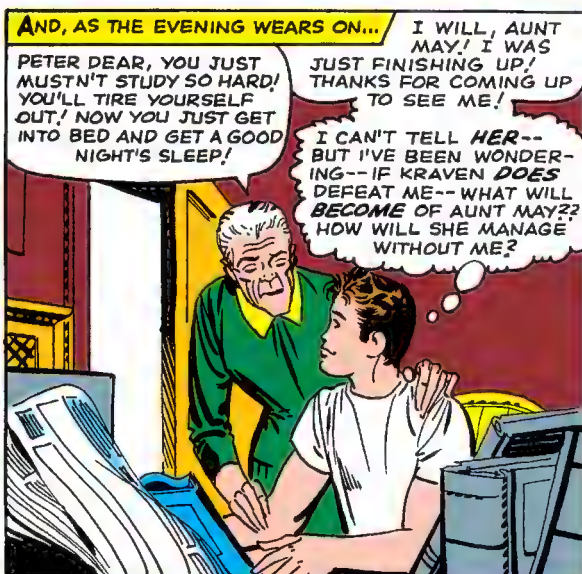
I AGREE WITH LIZ!



DON'T STRAIN YOUR EYES, PARKER! I WANT 'EM IN GOOD SHAPE WHEN I **BLACKEN** THEM FOR YOU!

LOOK HOW HE'S TRYIN' TO PRETEND HE DOESN'T HEAR YOU, FLASH! BUT HE CAN'T FOOL US!

WOW! LOOK AT THE **HEADLINE** JAMESON PLASTERED ALL OVER HIS FRONT PAGE! HE AND KRAVEN MUST HAVE COOKED UP SOMETHING AGAINST ME!



AND, AS THE EVENING WEARS ON...

I WILL, AUNT MAY! I WAS JUST FINISHING UP, THANKS FOR COMING UP TO SEE ME!

PETER DEAR, YOU JUST MUSTN'T STUDY SO HARD! YOU'LL TIRE YOURSELF OUT, NOW YOU JUST GET INTO BED AND GET A GOOD NIGHT'S SLEEP!

I CAN'T TELL HER-- BUT I'VE BEEN WONDERING-- IF KRAVEN **DOES** DEFEAT ME-- WHAT WILL **BECOME** OF AUNT MAY?? HOW WILL SHE MANAGE WITHOUT ME?



BUT, NO SOONER DOES HIS DOTTING AUNT LEAVE THE ROOM, THEN THE BRILLIANT TEEN-AGER GETS AN IDEA...

I'VE GOT IT! I'LL FIND A WAY TO PUT MY **SPIDER-TRACER*** ON KRAVEN! THEN I'LL ALWAYS KNOW JUST WHERE HE IS-- IF HE'S ABOUT TO ATTACK ME!

*SPIDER-TRACER FIRST USED IN SPIDER-MAN #11--EDITOR.



BUT, AFTER CHANGING TO **SPIDER-MAN**, THE AMAZING ADVENTURER LEARNS THAT HIS PLAN WILL NOT BE SO EASY TO CARRY OUT...

DARN THESE SHAKING HANDS OF MINE!! I CAN'T KEEP STEADY ENOUGH TO USE MY WEB ACCURATELY!



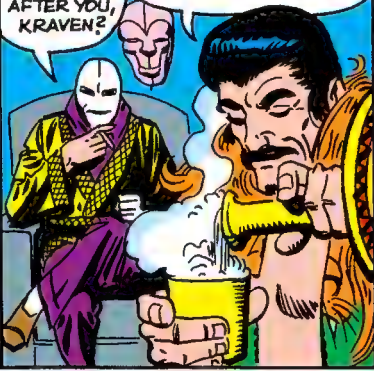
THE ONLY THING TO DO IS LEAP FROM BUILDING TO BUILDING!

GOOD THING MY SPIDER AGILITY IS STILL AS GOOD AS EVER!

MEANWHILE, NOT TOO FAR AWAY...

WHAT MAKES YOU SO SURE THAT SPIDER-MAN WILL COME AFTER YOU, KRAVEN?

IT'S THE LAW OF THE JUNGLE, MY FRIEND! THE DESIRE TO **SURVIVE!** HE KNOWS HE **MUST STOP ME** IN ORDER TO SAVE HIMSELF!!



DON'T FORGET, I HAVE STUDIED HIM THE WAY A SKILLED HUNTER STUDIES **ANY** INTENDED PREY! I KNOW HIS NATURE, HIS INSTINCTS! IT IS **I** WHO CONTROL THE HUNT!

AND NOW, IT IS TIME FOR HIM TO **FIND ME!** HERE'S WHAT WE'LL DO...

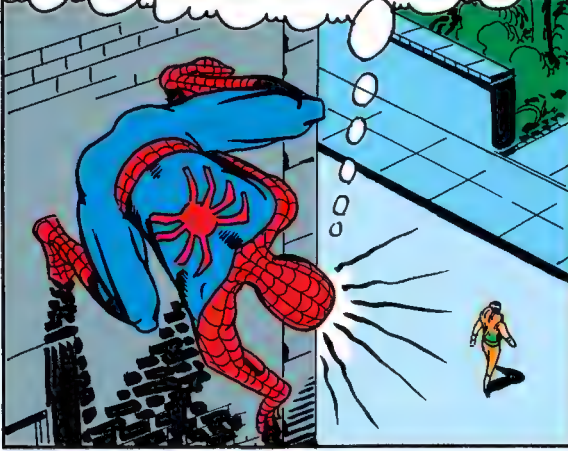


IF I GET ANYWHERE NEAR KRAVEN, MY SPIDER SENSE OUGHT TO TIP ME OFF!

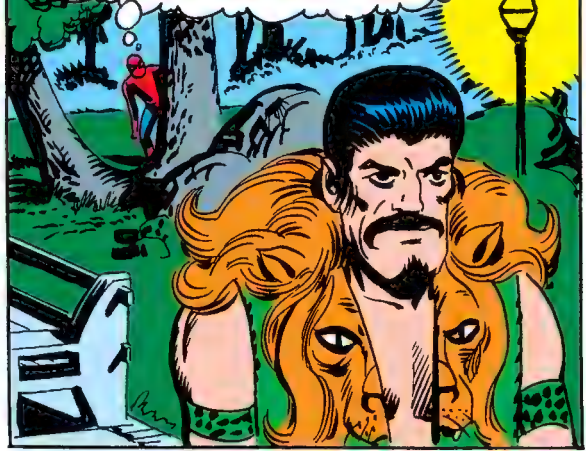
IN FACT, IT'S STARTING TO TINGLE **NOW!** HE MUST BE IN THIS NEIGHBORHOOD!



THERE HE **IS!** BUT, IT ALMOST SEEMS **TOO EASY!** AND MY SPIDER SENSE FEELS **DIFFERENT** SOMEHOW--AS THOUGH IT ISN'T **SURE!** I DON'T GET IT! WHAT'S **HAPPENING** TO ME? WHY AM I SO UNCERTAIN??



WELL, I'LL WORRY ABOUT THOSE THINGS **LATER!** MY MAIN PROBLEM **NOW** IS HOW TO PLANT MY SPIDER-TRACER ON KRAVEN WITHOUT HIM **KNOWING IT!**



BUT **WAIT!** WHAT'S THIS?? ARE THERE **TWO** KRAVENS?? OR--?

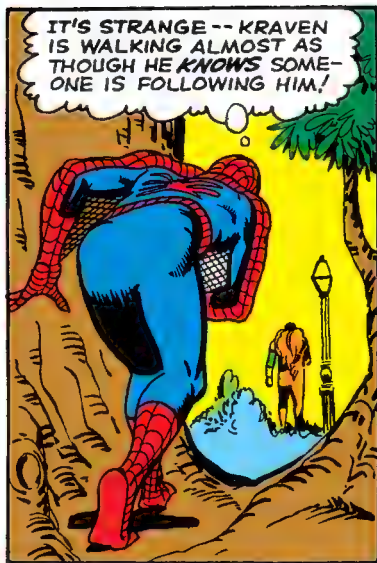
HOW SIMPLE IT WAS TO BAIT THE TRAP FOR MY UNWARY GAME!

NO **WONDER** KRAVEN IS THE GREATEST HUNTER OF ALL TIME!

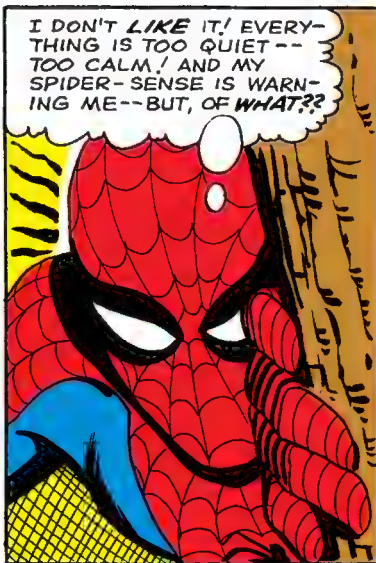


AND NOW THE QUARRY HAS MADE HIS LAST FATAL MISTAKE! THE STAGE IS SET! THE MOMENT HAS ARRIVED! IT IS TIME FOR THE **ATTACK!** NOW THE **HUNTER** TAKES OVER THE HUNT!





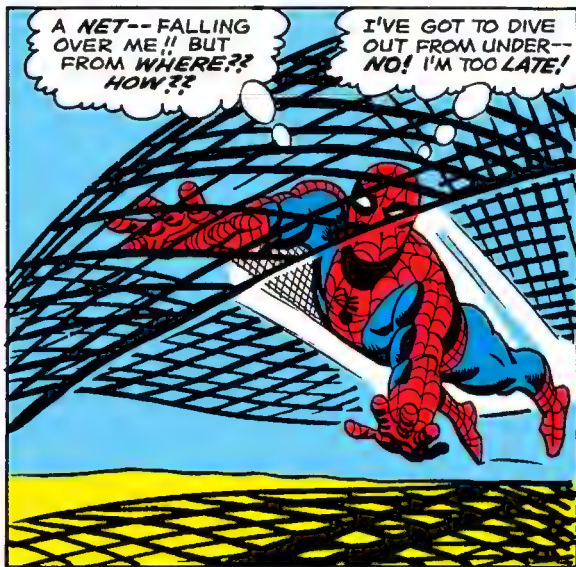
IT'S STRANGE -- KRAVEN IS WALKING ALMOST AS THOUGH HE *KNOWS* SOMEONE IS FOLLOWING HIM!



I DON'T *LIKE* IT! EVERYTHING IS TOO QUIET -- TOO CALM! AND MY SPIDER-SENSE IS WARNING ME -- BUT, OF *WHAT*??

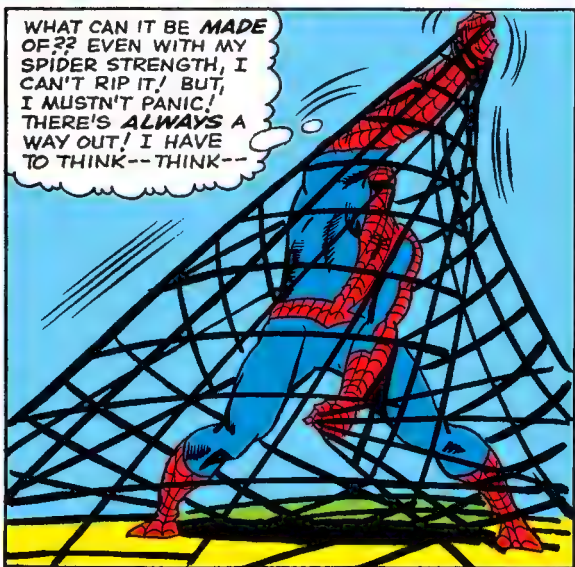


HE'S STARTING TO GET SUSPICIOUS NOW! BUT IT'S TOO *LATE*! THE TRAP IS *SPRUNG*!

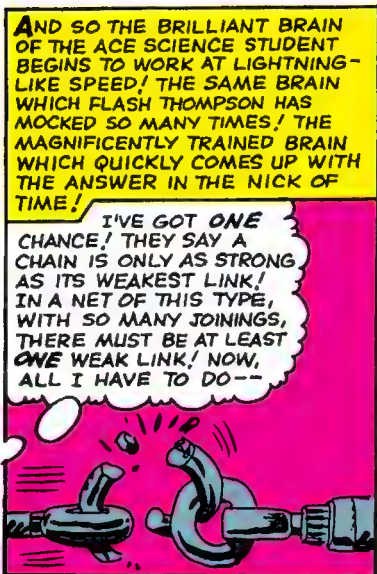


A *NET*-- FALLING OVER ME!! BUT FROM *WHERE*?? *HOW*??

I'VE GOT TO DIVE OUT FROM UNDER-- *NO!* I'M TOO *LATE*!



WHAT CAN IT BE *MADE* OF?? EVEN WITH MY SPIDER STRENGTH, I CAN'T RIP IT! BUT, I MUSTN'T PANIC! THERE'S *ALWAYS* A WAY OUT! I HAVE TO THINK--THINK--



AND SO THE BRILLIANT BRAIN OF THE ACE SCIENCE STUDENT BEGINS TO WORK AT LIGHTNING-LIKE SPEED! THE SAME BRAIN WHICH FLASH THOMPSON HAS MOCKED SO MANY TIMES! THE MAGNIFICENTLY TRAINED BRAIN WHICH QUICKLY COMES UP WITH THE ANSWER IN THE NICK OF TIME!

I'VE GOT *ONE* CHANCE! THEY SAY A CHAIN IS ONLY AS STRONG AS ITS WEAKEST LINK! IN A NET OF THIS TYPE, WITH SO MANY JOININGS, THERE MUST BE AT LEAST *ONE* WEAK LINK! NOW, ALL I HAVE TO DO--



-- I MUST EXERT ALL THE PRESSURE I CAN AGAINST EACH SECTION UNTIL-- *AHH!* I'VE *FOUND* IT!! ONE SMALL SECTION WHICH RIFLES BACK SLIGHTLY UNDER THE TENSION, CREATING AN OPENING!!!



NOW, BY EXERTING MAXIMUM PRESSURE AT THAT VERY SPOT, I CAN MAKE THE OPENING LARGE ENOUGH FOR ME TO ROLL OUT OF!!

NOTE: THE SEQUENCE YOU HAVE JUST WITNESSED TOOK PLACE IN ITS ENTIRETY WITHIN THE INCREDIBLY SHORT SPACE OF THREE AND ONE HALF SECONDS, DUE TO SPIDER-MAN'S COMBINED POWERS OF QUICK-THINKING AND RAPID ACTION!

BUT, JUST AS SPIDER-MAN MAKES A DASH FOR FREEDOM, THE BEATING OF A JUNGLE DRUM DISTRACTS HIM -- CONFUSES HIM FOR A SPLIT-SECOND--MAKING HIM UNCERTAIN WHICH WAY TO RUN!



THUD!

THOSE DRUMBEATS!! SO LOUD-- SO PENETRATING! GOING RIGHT INTO MY BRAIN! AN OLD JUNGLE TRICK TO CONFUSE THE ENEMY!

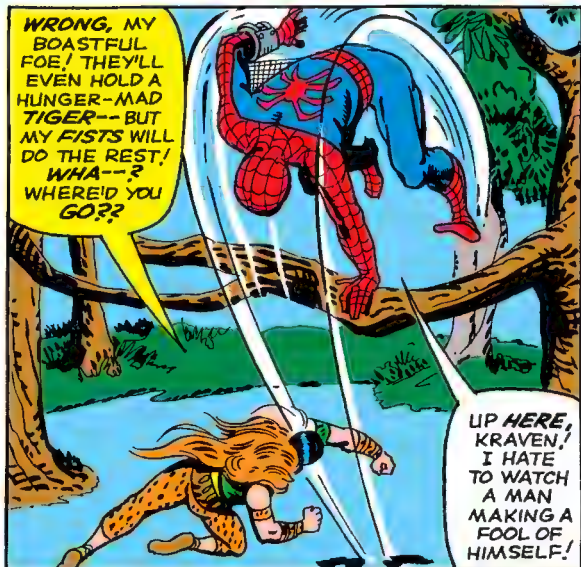
TAKING ADVANTAGE OF SPIDER-MAN'S BRIEF PAUSE, KRAVEN ATTACKS WITH THE SPEED OF A SAVAGE PANTHER!



HAK! THE MOST DANGEROUS GAME OF ALL-- AND I, KRAVEN, HAVE CAUGHT YOU!

DON'T KID YOURSELF, MISTER! THOSE METAL CHARM BRACE-LETS WON'T BE ABLE TO HOLD SPIDER-MAN!

WRONG, MY BOASTFUL FOE! THEY'LL EVEN HOLD A HUNGER-MAD TIGER-- BUT MY FISTS WILL DO THE REST! WHA--? WHERE'D YOU GO??



UP HERE, KRAVEN! I HATE TO WATCH A MAN MAKING A FOOL OF HIMSELF!

SAY!! THESE ARE MORE THAN JUST IRON MANACLES!! THEY HAVE SOME SORT OF MAGNETIC ATTRACTION!! THEY'RE TRYING TO PULL MY WRIST AND ANKLE TOGETHER! THEY'RE GETTING STRONGER ALL THE TIME!

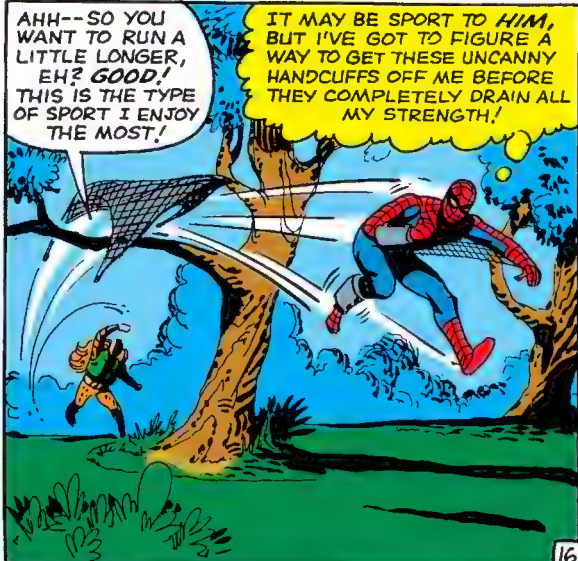
AND THEY HAVE A SMALL BUILT-IN BELL THAT JINGLES WHEN I MOVE! OL' KRAVEN DOESN'T MISS A TRICK!

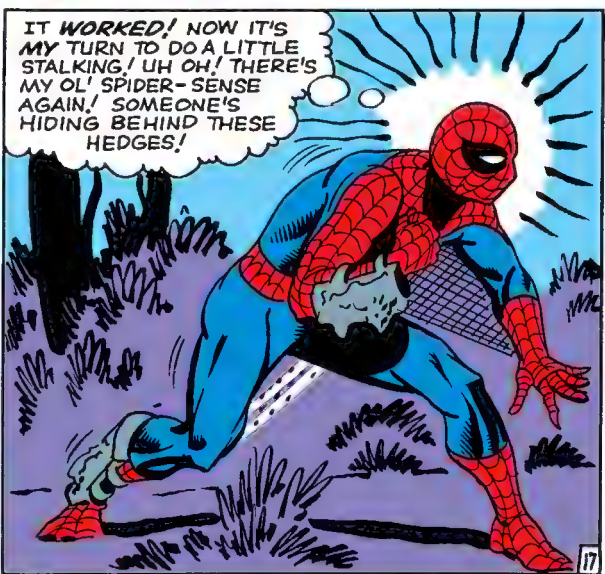
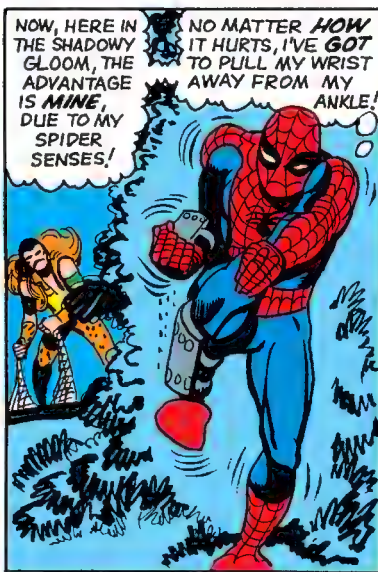
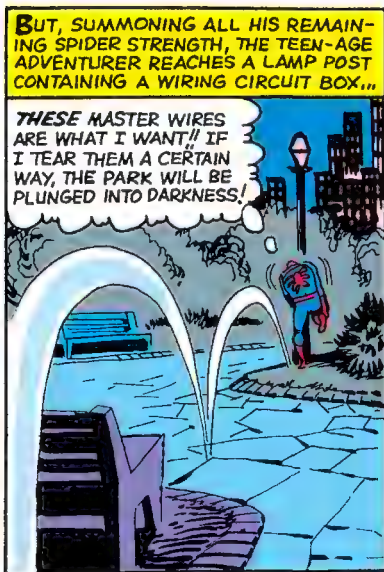
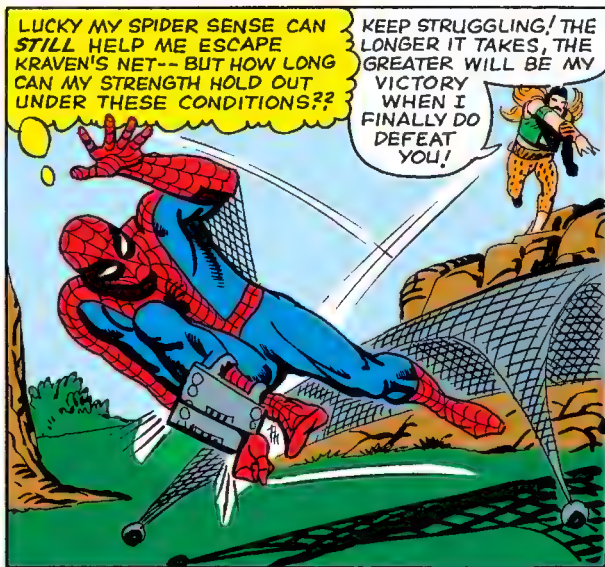
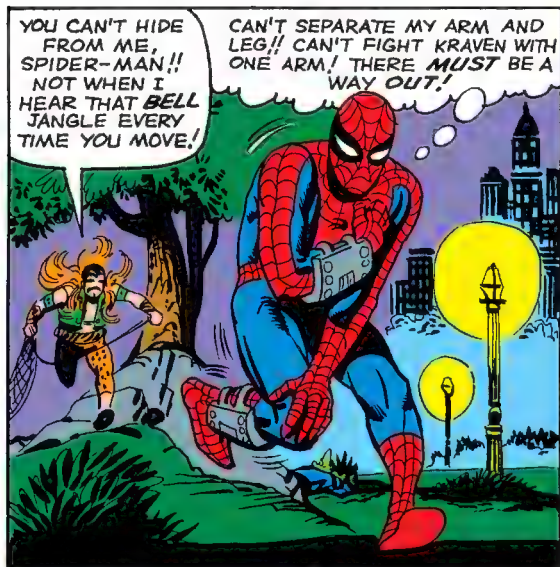


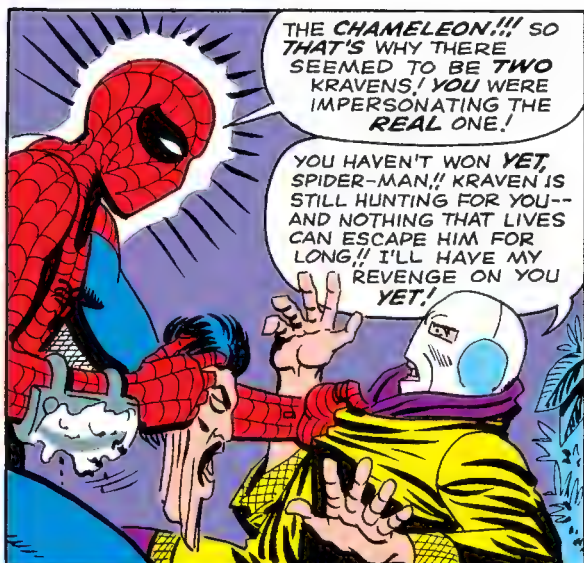
THERE'S NO HOPE FOR YOU, SPIDER-MAN! MY ESCAPE-PROOF CUFFS GET STRONGER EVERY MINUTE! AND THE ONLY KEY IS THE ONE I WEAR AROUND MY NECK!

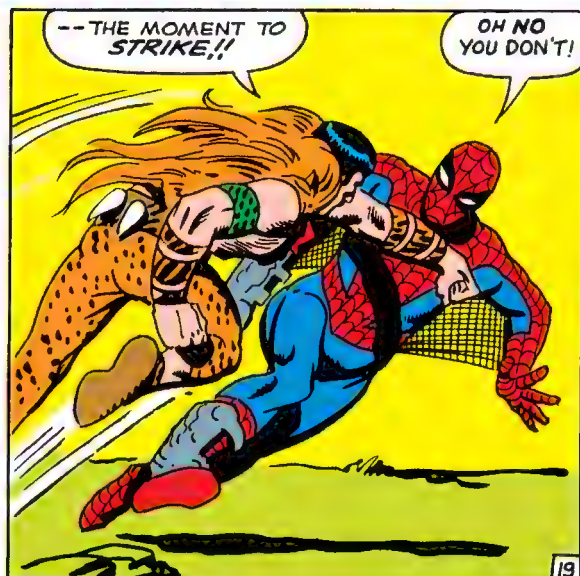
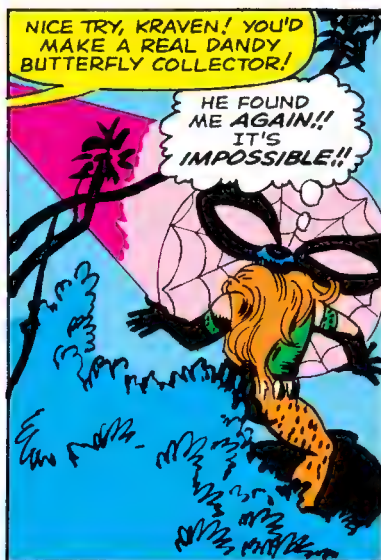
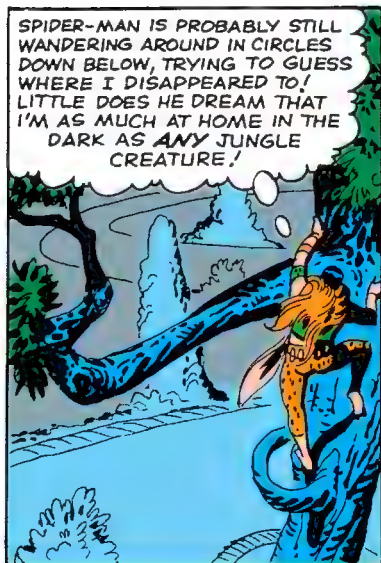
AHH--SO YOU WANT TO RUN A LITTLE LONGER, EH? GOOD! THIS IS THE TYPE OF SPORT I ENJOY THE MOST!

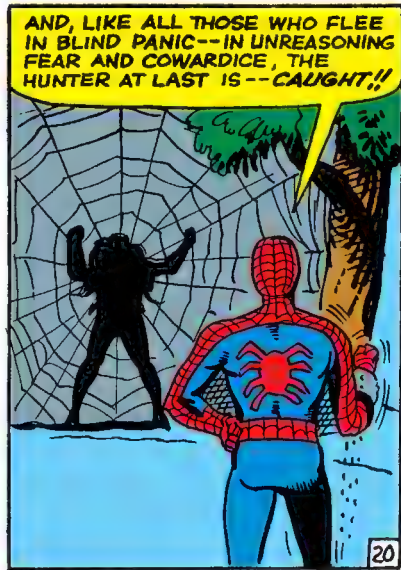
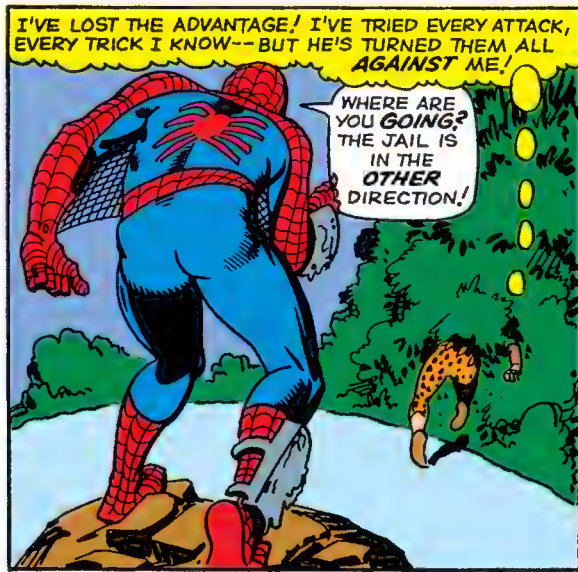
IT MAY BE SPORT TO HIM, BUT I'VE GOT TO FIGURE A WAY TO GET THESE UNCANNY HANDCUFFS OFF ME BEFORE THEY COMPLETELY DRAIN ALL MY STRENGTH!











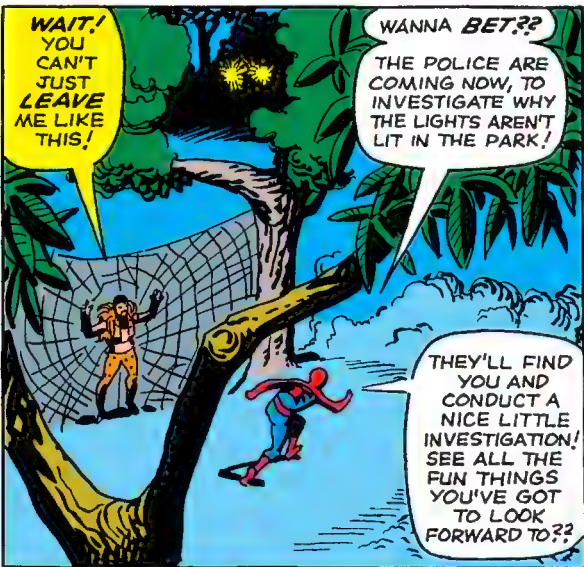
THEN, THE VICTORIOUS TEEN-AGER TAKES THE KEY FROM HIS TRAPPED FOE...



NOW I'LL JUST GET OUT OF THESE TWO LITTLE BRACELETS OF YOURS, KRAVEN! AND I'VE GOT **MORE** GOOD NEWS FOR YOU --MY SHAKING HAS STOPPED! I GUESS STRENUOUS EXERCISE WAS THE ANTIDOTE FOR YOUR POTION, EH?

HMMM, NOW WHAT DO I **DO** WITH YOU! YOU'RE TOO BAD-TEMPERED TO KEEP AS A PET, AND MUCH TOO OLD TO **ADOPT!**

I GUESS I'LL JUST LEAVE YOU HERE TILL THE POLICE FIND YOU... IF YOU PROMISE NOT TO TRY TO HUNT THE FIRST LITTLE BUNNY RABBIT OR SQUIRREL THAT COMES BY!



WAIT! YOU CAN'T JUST LEAVE ME LIKE THIS!

WANNA **BET??**

THE POLICE ARE COMING NOW, TO INVESTIGATE WHY THE LIGHTS AREN'T LIT IN THE PARK!

THEY'LL FIND YOU AND CONDUCT A NICE LITTLE INVESTIGATION! SEE ALL THE FUN THINGS YOU'VE GOT TO LOOK FORWARD TO??



THEY'VE **ALREADY** PICKED UP THE **CHAMELEON!** THIS SHOULD MAKE A GREAT FRONT PAGE PIC FOR J. JONAH-- NOT THAT HE **DESERVES** IT!

I HAVEN'T DONE ANYTHING! **KRAVEN** IS THE ONE YOU WANT! HE'S BEEN TRYING TO HUNT HUMAN BEINGS!

WE'LL TAKE **HIM** WITH US TOO, MISTER! WE'LL MAKE SURE YOU DON'T GET LONELY!

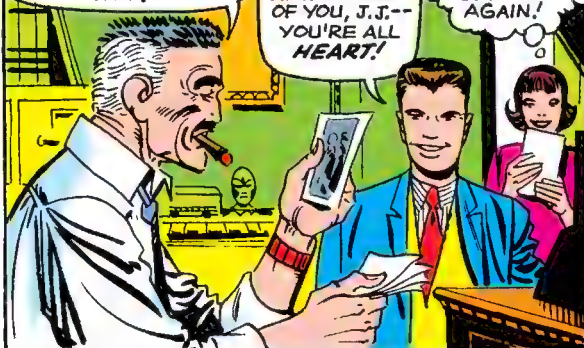
LATER, BACK AT THE DAILY BUGLE BUILDING...

NOW **THIS** IS MORE LIKE IT, PARKER!! EXCLUSIVE PICTURES OF THE **CHAMELEON!** NO ONE EVEN KNEW HE WAS BACK IN THIS COUNTRY! YOU DESERVE A BIG **BONUS** FOR THIS!

MISS BRANT--OPEN THE SAFE AND GIVE PARKER ONE OF MY OWN PERSONAL BARS OF MILK CHOCOLATE!

NO **WONDER** PEOPLE ALWAYS TAKE ADVANTAGE OF YOU, J.J.-- YOU'RE ALL **HEART!**

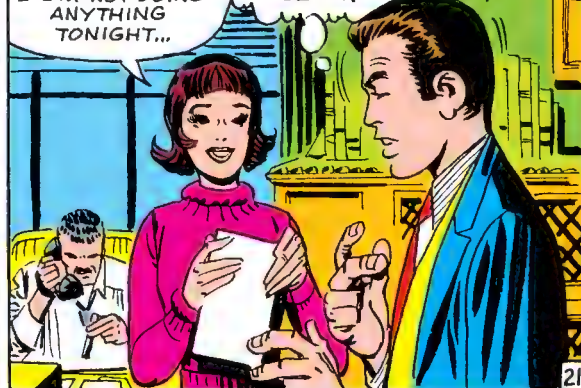
IT'S WONDERFUL TO SEE PETER IN GOOD SPIRITS AGAIN!

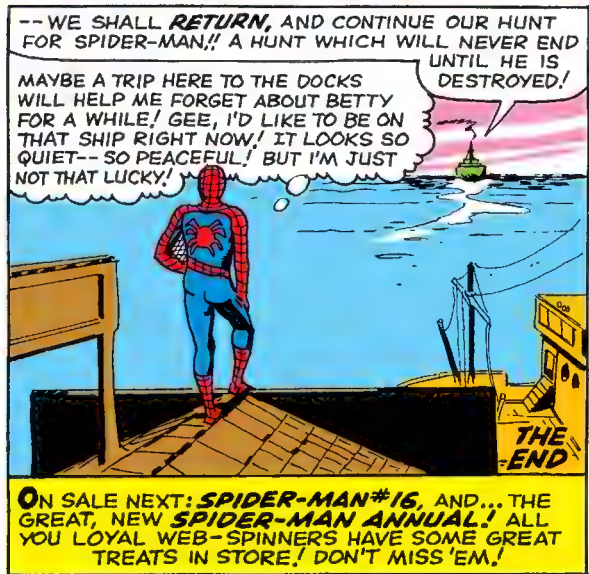
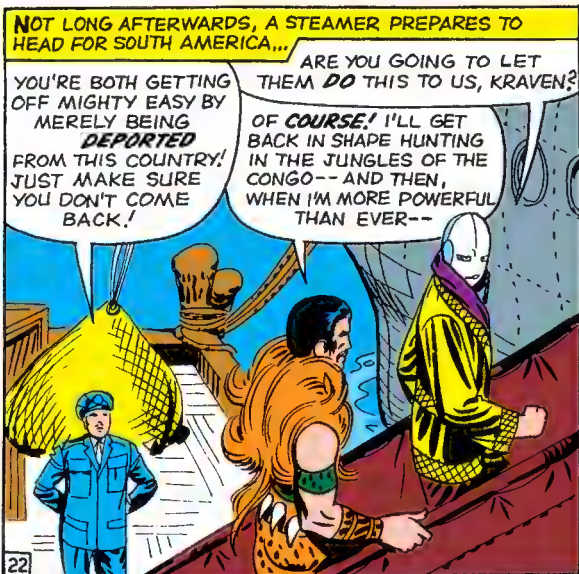
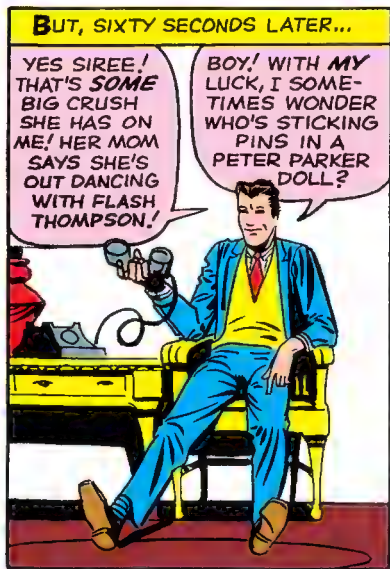
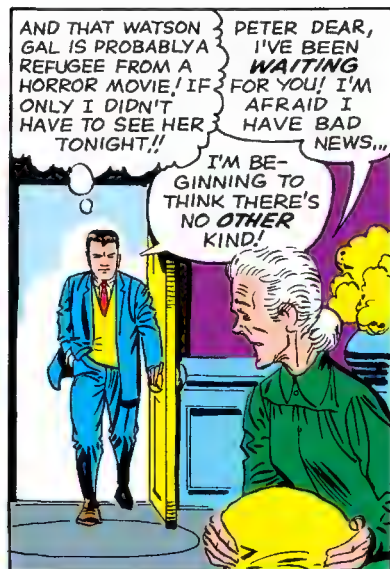


PETER, I'M **SORRY** FOR THE WAY I SPOKE TO YOU BEFORE! I HAD NO RIGHT TO BE NASTY TO YOU JUST BECAUSE ANOTHER GIRL LIKES YOU! I-I'M NOT DOING ANYTHING TONIGHT...

HECK! I PROMISED AUNT MAY I'D MEET THAT WATSON GIRL TONIGHT-- BUT I JUST **CAN'T** TELL BETTY!

SORRY, BETTY-- I CAN'T MAKE IT! BUT I'LL CALL YOU REAL SOON...

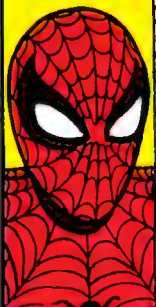




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the AMAZING SPIDER-MAN

#1
1964



JAM-PACKED WITH
SPECIAL SURPRISE FEATURES

FEATURING: SPIDEY'S BIGGEST
LONGEST, GREATEST BATTLE, AS
HE ATTACKS:

"THE
SINISTER
SIX!"

WITH A GALAXY OF THE MOST
GOL-DARNED GUEST-STARS THAT
YOU CAN SHAKE A WEB AT!



#1 The SINISTER SIX!!

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**??

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!

What Happens **NOW**? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

41 Pages

Of Indescribable
Excitement

Written By:

STAN LEE

Drawn By:

STEVE DITKO

POSSIBLY THE MOST TALKED-
ABOUT TEAM IN COMICS TODAY!

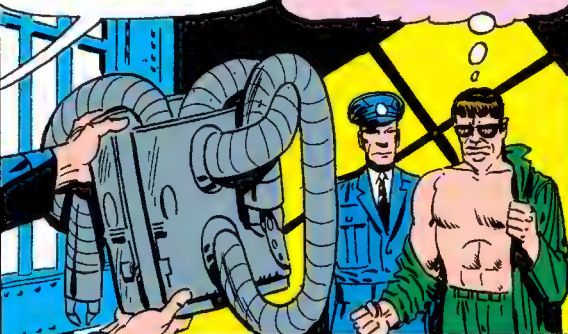
LETTERED BY: **S. ROSEN**

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH
EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO **DR. OCTOPUS** AFTER A FREAK ACCIDENT...*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #4756689!

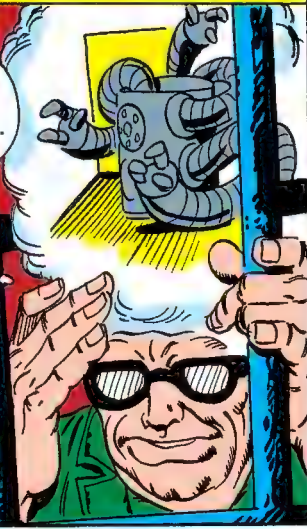
THAT'S WHAT **HE** THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



*SEE SPIDER-MAN #3...EDITOR.

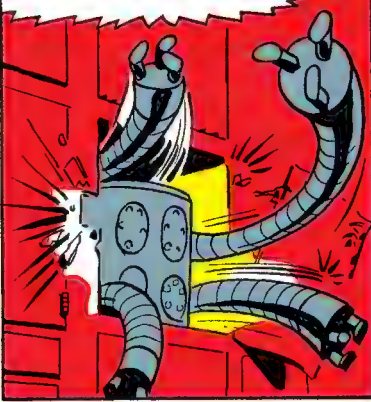
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... **NOW...** AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

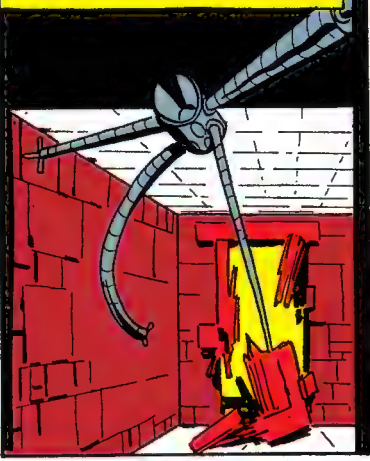


AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND OBEYED BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER!
RETURN TO YOUR MASTER!

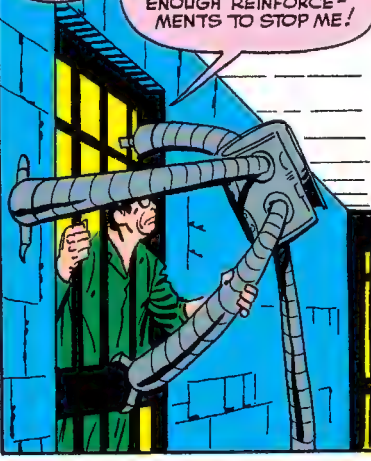


SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I **KNEW** I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!



THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL **DAILY BUGLE**, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

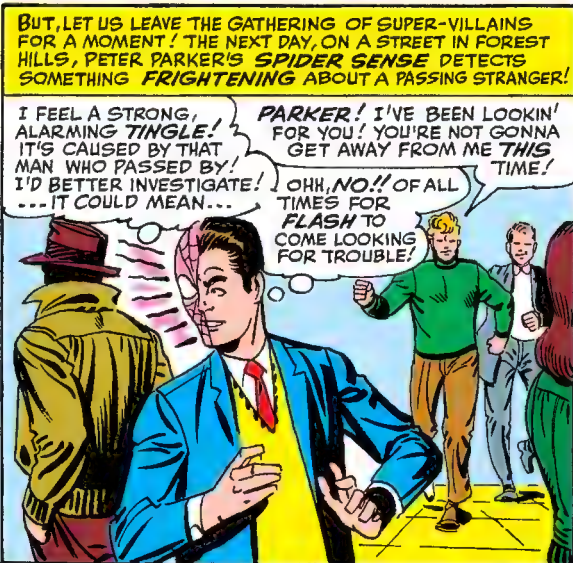
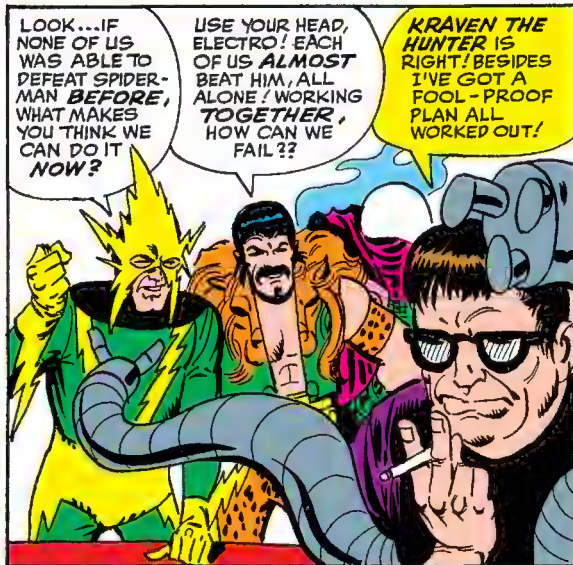
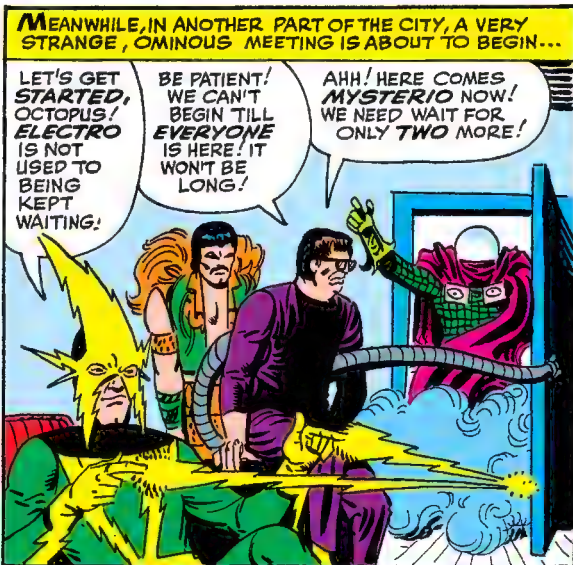
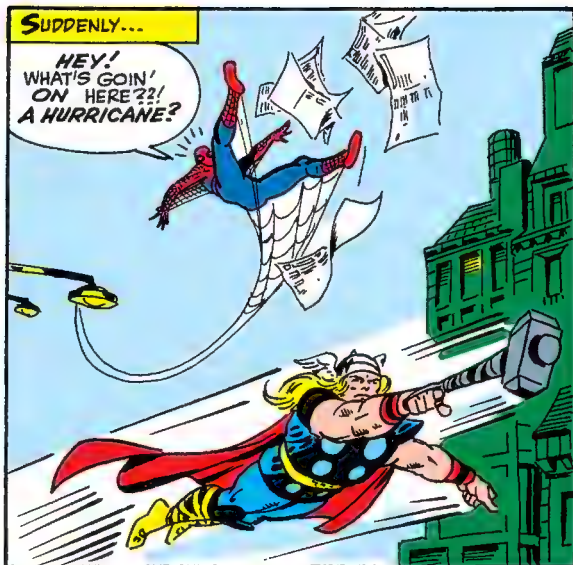
SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU YET??!

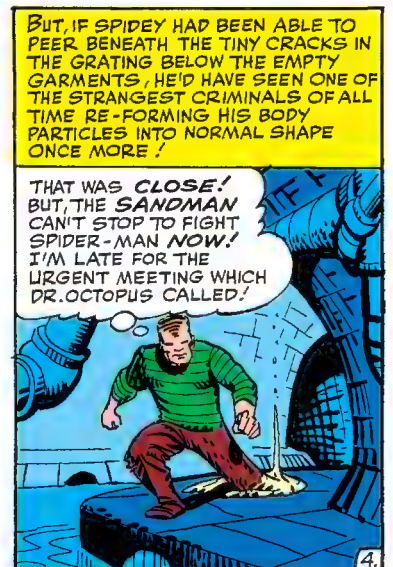
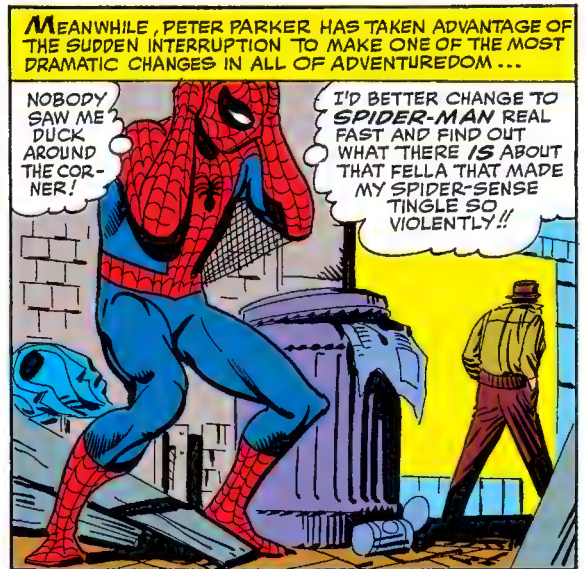
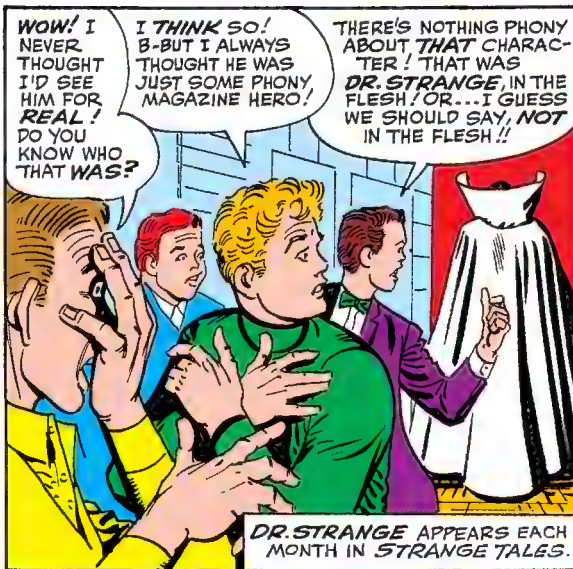
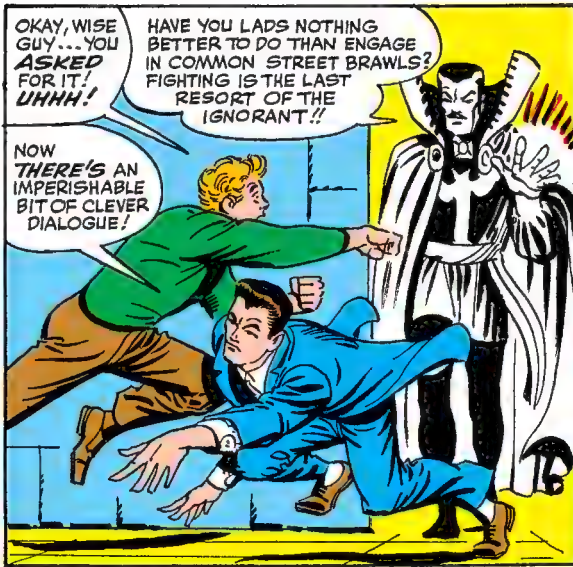
IF ONLY THAT BLASTED **PETER PARKER** WAS HERE TO SNAP SOME PHOTOS OF HIM!!

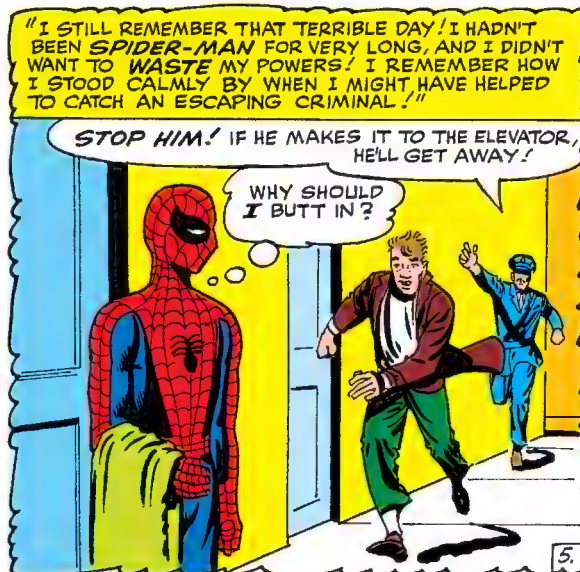
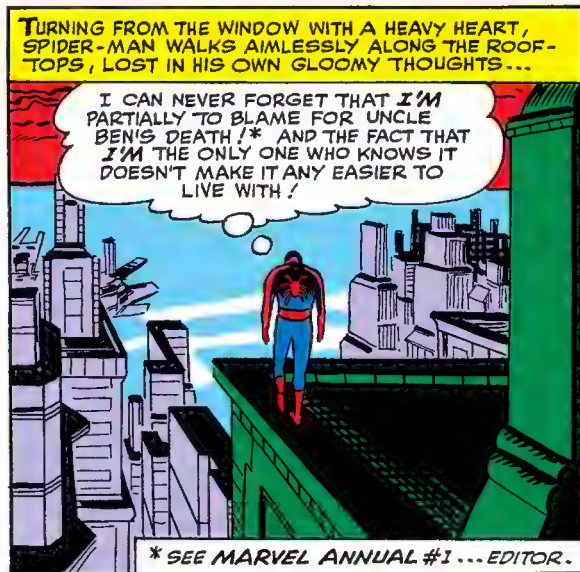
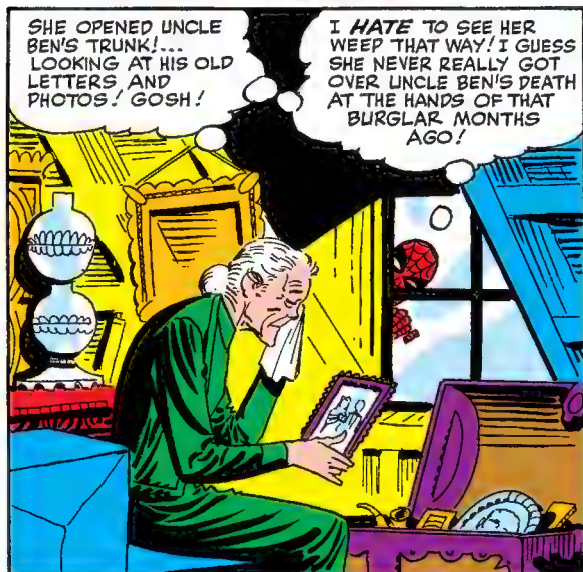
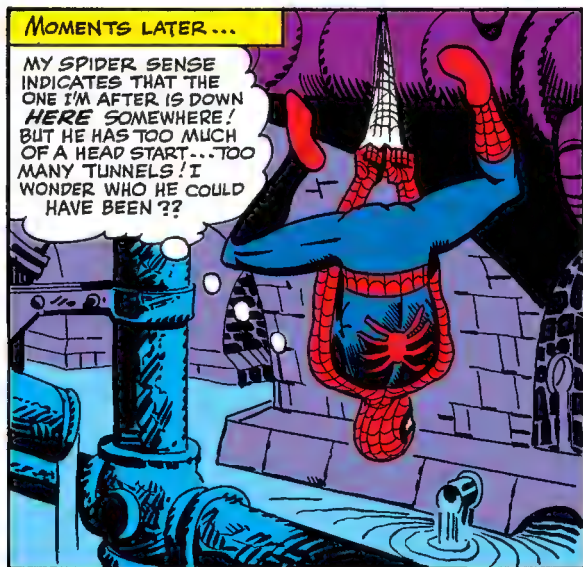


WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE HIM AGAIN!!

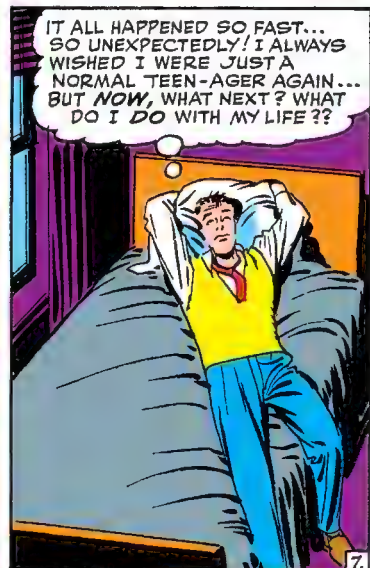
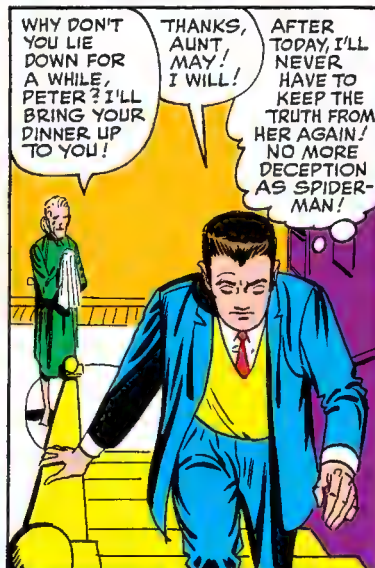
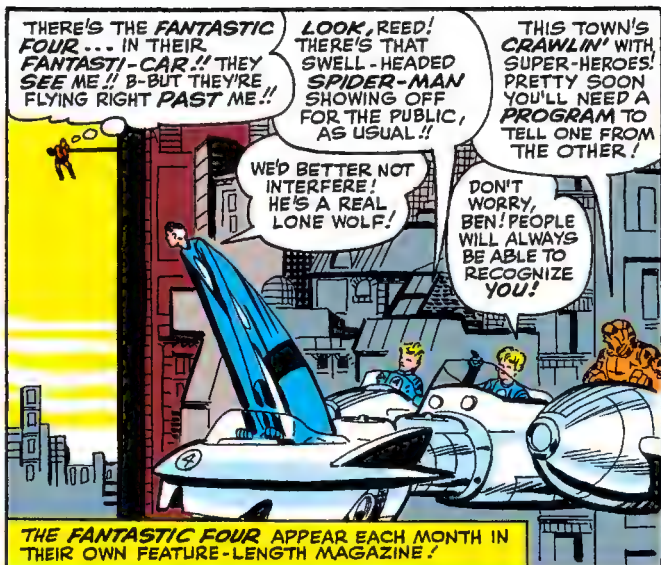












MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!



NOW THAT WE'RE ALL HERE, WE'LL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

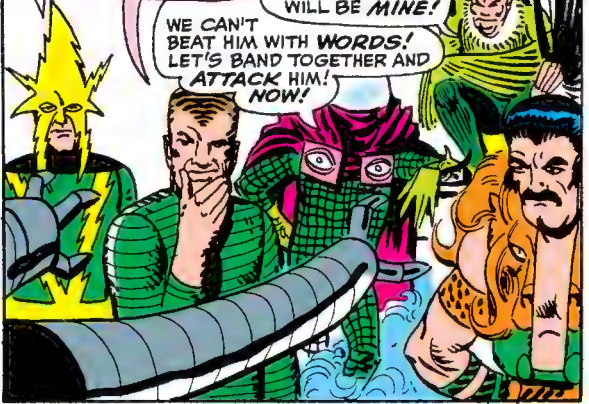
SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SAND-MAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!

HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!



HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

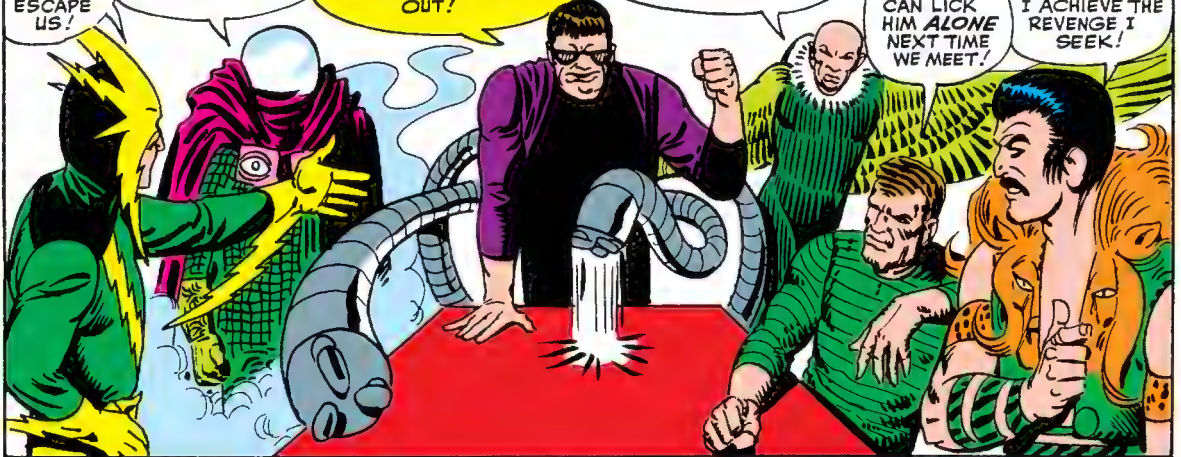
PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

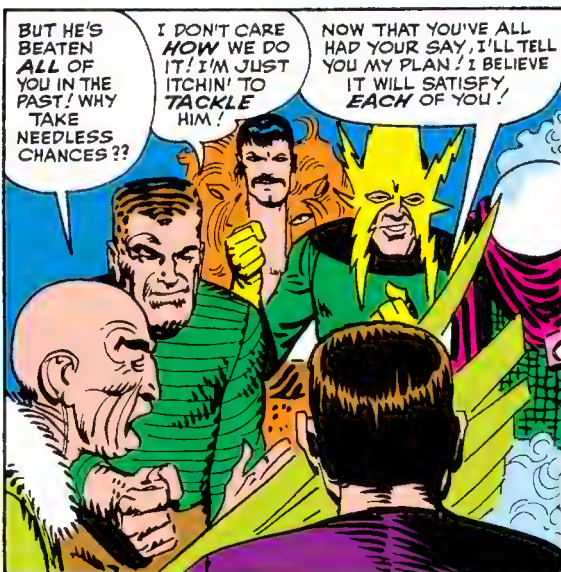
KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!



BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!



WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

GOOD! ACTION AT LAST!





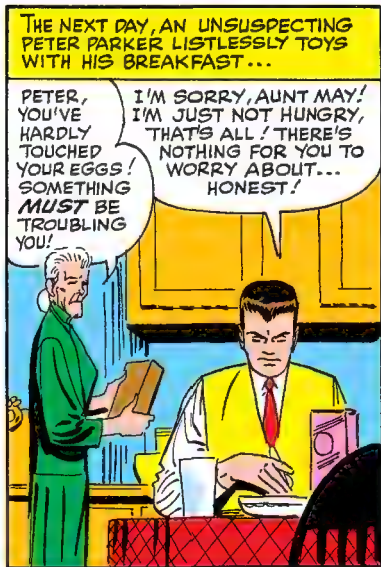
ON EACH OF YOUR CARDS I HAVE WRITTEN A **LOCATION**! IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL **SEE!**



IF I'M THE FIRST, THERE WILL BE NO FURTHER BATTLES!

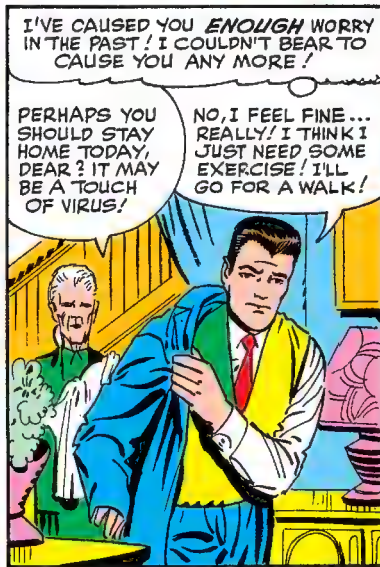
ENOUGH TALK! LET'S LOOK AT THE CARDS!

SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND **EACH** ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW **SLIMMER** AFTER EACH BATTLE!



PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING **MUST** BE TROUBLING YOU!

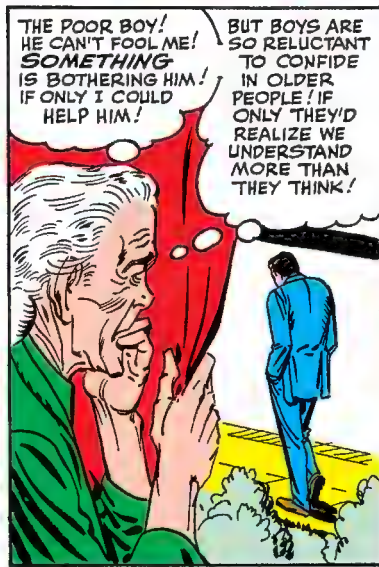
I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!



I'VE CAUSED YOU **ENOUGH** WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!

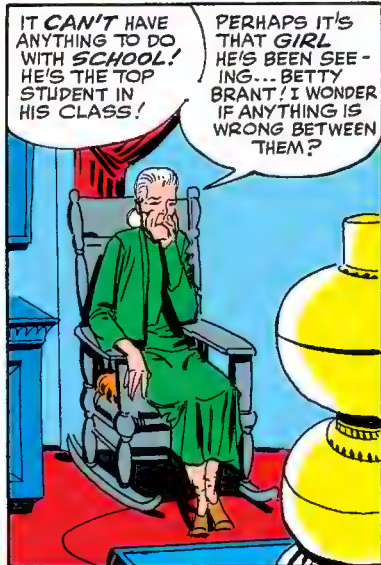
PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!

NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!



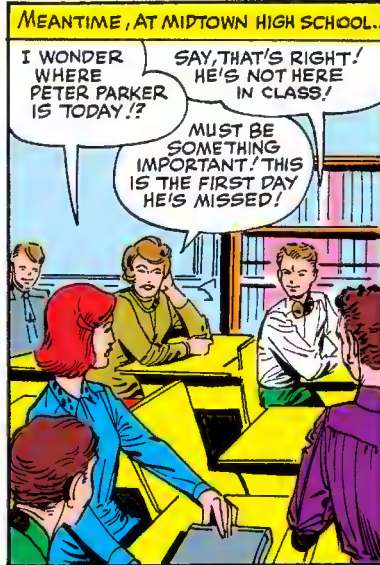
THE POOR BOY! HE CAN'T FOOL ME! **SOMETHING** IS BOTHERING HIM! IF ONLY I COULD HELP HIM!

BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!



IT **CAN'T** HAVE ANYTHING TO DO WITH **SCHOOL**! HE'S THE TOP STUDENT IN HIS CLASS!

PERHAPS IT'S THAT **GIRL** HE'S BEEN SEEING... BETTY BRANT? I WONDER IF ANYTHING IS WRONG BETWEEN THEM?

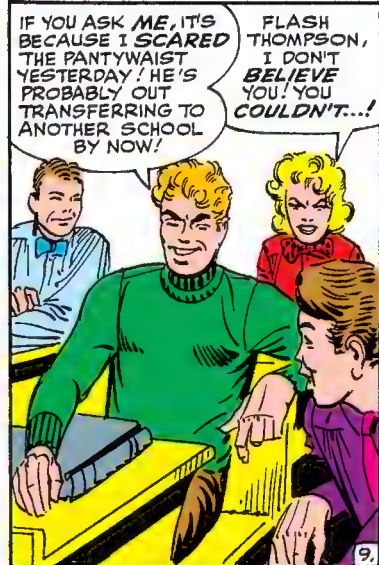


MEANTIME, AT MIDTOWN HIGH SCHOOL...

I WONDER WHERE PETER PARKER IS TODAY!?

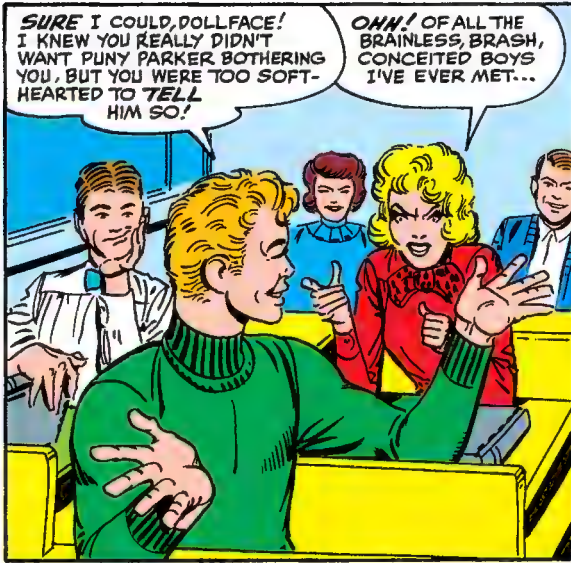
SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!



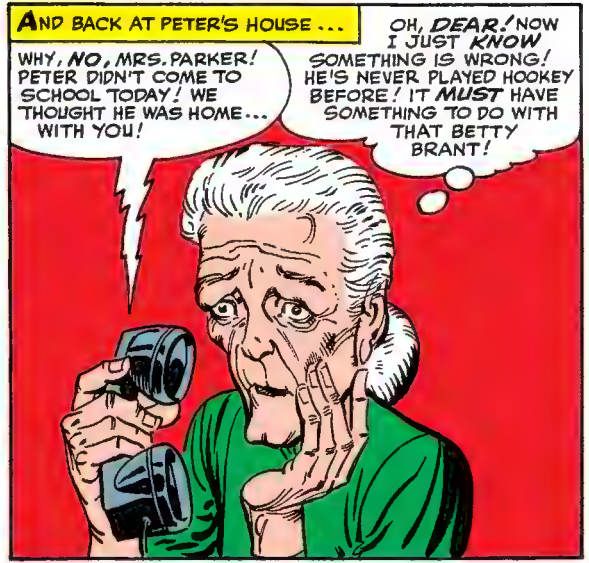
IF YOU ASK **ME**, IT'S BECAUSE I **SCARED** THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

FLASH THOMPSON, I DON'T **BELIEVE** YOU! YOU **COULDN'T**...!



SURE I COULD, DOLLFACE!
I KNEW YOU REALLY DIDN'T
WANT PUNY PARKER BOTHERING
YOU, BUT YOU WERE TOO SOFT-
HEARTED TO TELL
HIM SO!

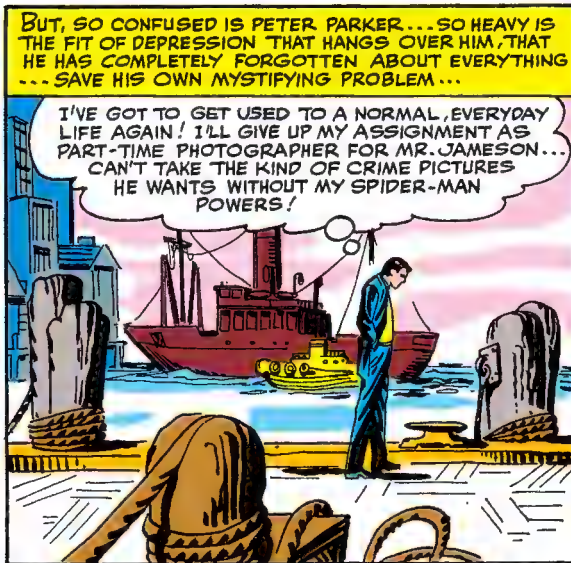
OH, OF ALL THE
BRAINLESS, BRASH,
CONCEITED BOYS
I'VE EVER MET...



AND BACK AT PETER'S HOUSE ...

WHY, NO, MRS. PARKER!
PETER DIDN'T COME TO
SCHOOL TODAY! WE
THOUGHT HE WAS HOME ...
WITH YOU!

OH, DEAR! NOW
I JUST KNOW
SOMETHING IS WRONG!
HE'S NEVER PLAYED HOOKEY
BEFORE! IT MUST HAVE
SOMETHING TO DO WITH
THAT BETTY
BRANT!



BUT, SO CONFUSED IS PETER PARKER ... SO HEAVY IS
THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT
HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING
... SAVE HIS OWN MYSTIFYING PROBLEM ...

I'VE GOT TO GET USED TO A NORMAL, EVERYDAY
LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS
PART-TIME PHOTOGRAPHER FOR MR. JAMESON ...
CAN'T TAKE THE KIND OF CRIME PICTURES
HE WANTS WITHOUT MY SPIDER-MAN
POWERS!

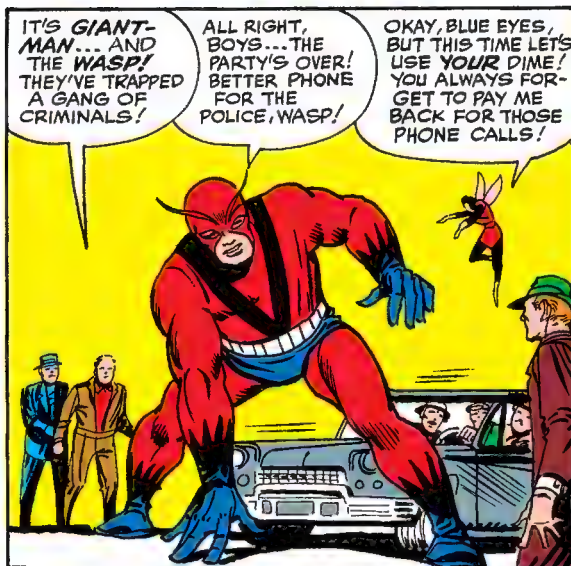


MAYBE I CAN
EVEN FIND THE
COURAGE TO
TELL BETTY THE
TRUTH ABOUT
MYSELF! AFTER
ALL, WHAT HARM
CAN IT DO
NOW?

HEY, LOOK!
DO YOU
SEE
WHAT I
SEE?

WOW! I NEVER
EXPECTED TO SEE
THEM IN REAL LIFE!

HURRY! LET'S
GET A BETTER
LOOK AT THEM!



IT'S GIANT-
MAN ... AND
THE WASP!
THEY'VE TRAPPED
A GANG OF
CRIMINALS!

ALL RIGHT,
BOYS ... THE
PARTY'S OVER!
BETTER PHONE
FOR THE
POLICE, WASP!

OKAY, BLUE EYES,
BUT THIS TIME LET'S
USE YOUR DIME!
YOU ALWAYS FOR-
GET TO PAY ME
BACK FOR THOSE
PHONE CALLS!



BUT, AS THE CROWD GATHERS AROUND THE TOWERING
CRIME-FIGHTER ...

A FEW DAYS AGO I'D
HAVE BEEN RIGHT IN THE
CENTER OF THINGS!
BUT NOW, I DON'T EVEN
WANT TO BE NEAR
ANY CRIMI-
NALS!

GIANT-MAN AND THE
WASP APPEAR MONTHLY IN
TALES TO ASTONISH.

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE **DAILY BUGLE** BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!

AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T HEARD OF HIM?? DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!

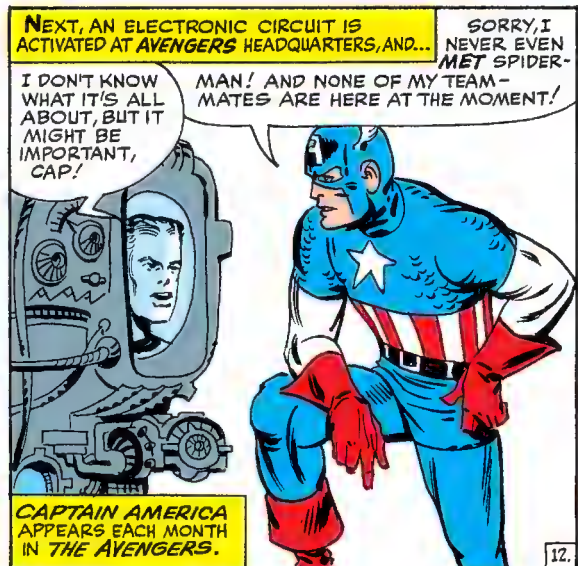
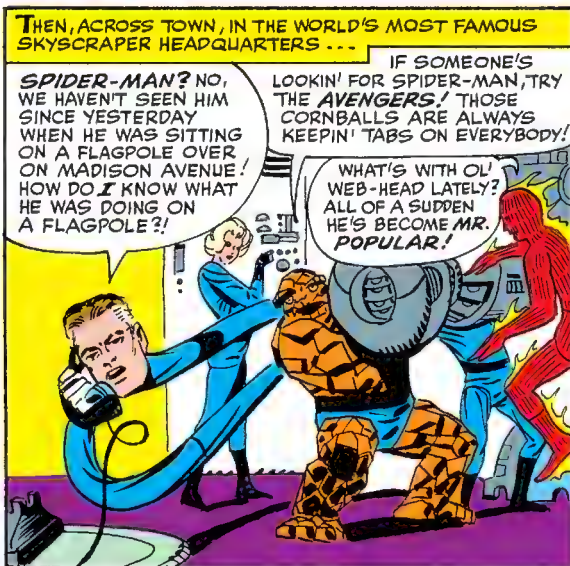
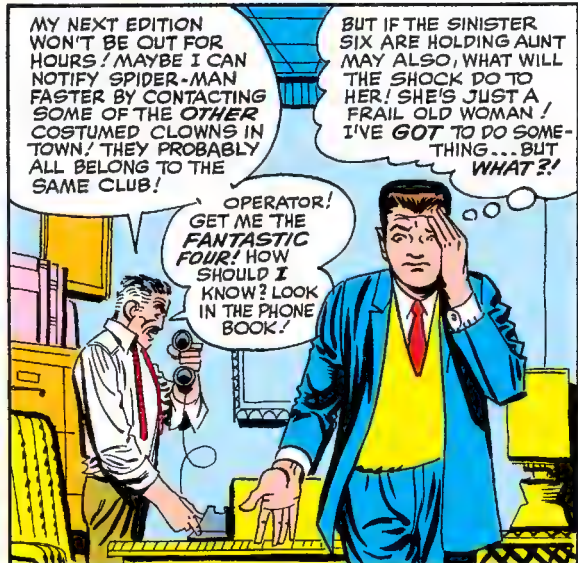
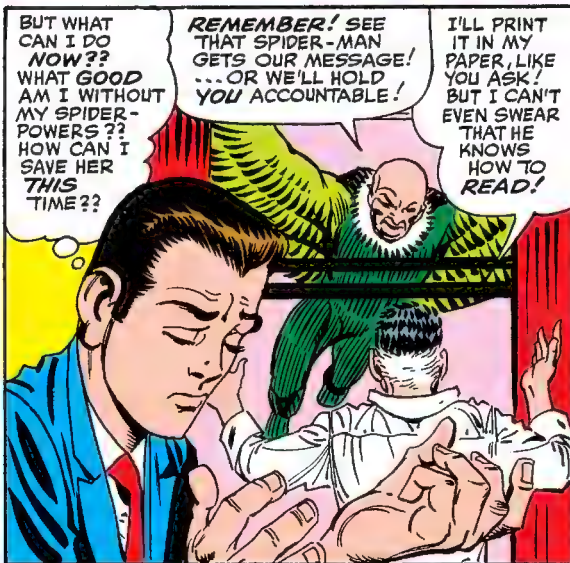
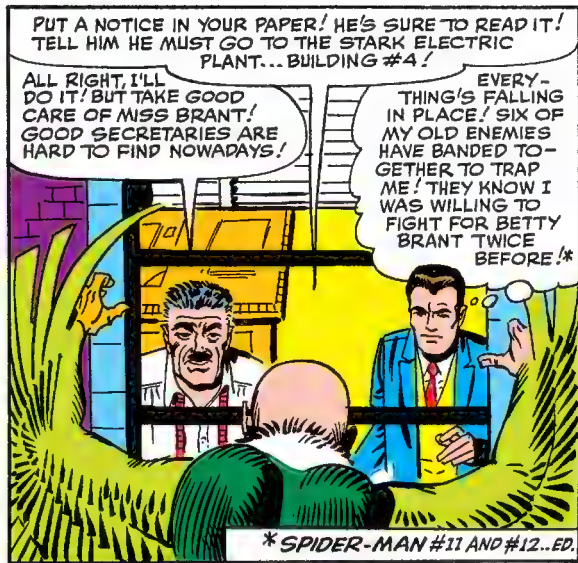
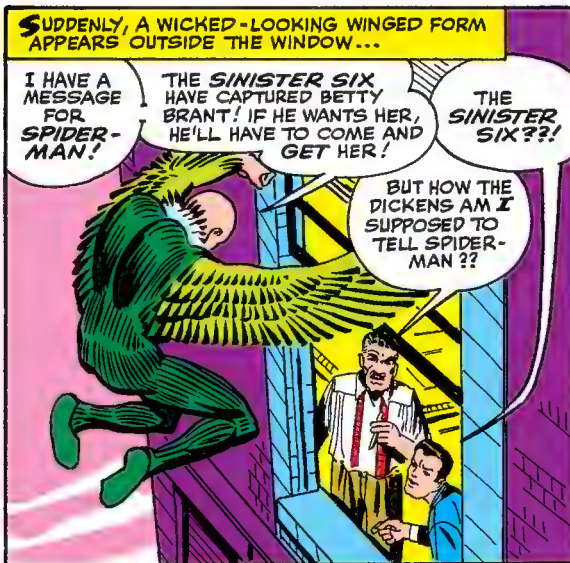
NOW, NOW, DEAR... WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!



SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE **HUMAN TORCH**! IT'S FOR **SPIDER-MAN**!

IGNORE IT! IT DOES NOT CONCERN *US*! CONTINUE WITH YOUR TRAINING PROGRAM!

THE **X-MEN** APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE **SIX** OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF... FOR *THEIR* SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT **ME** TO GET IT!!

AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN **ELECTRIC BOLT** AT ME!

NO! NO! DON'T... STOP!!

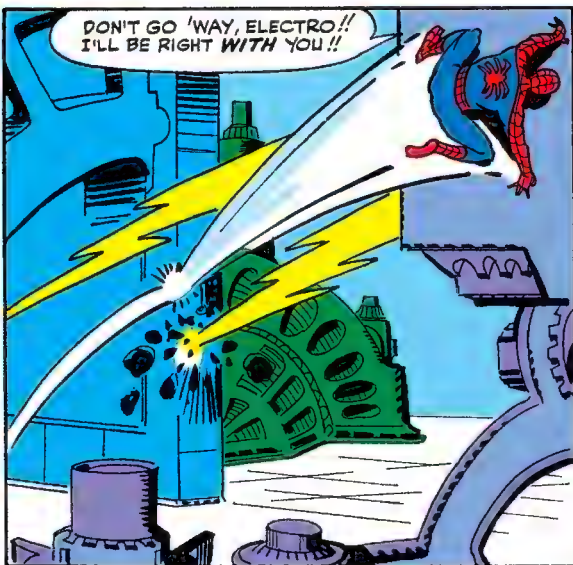
A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER ...

I'M STILL ALIVE!! I DODGED HIS BOLT! BUT...NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN **ONE** THING...

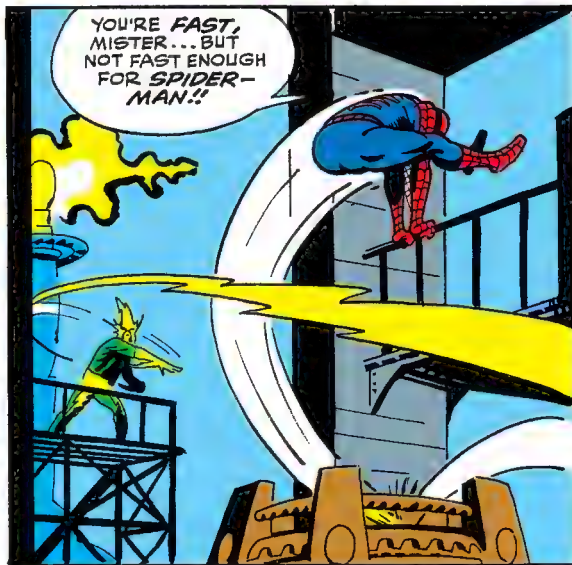
MY POWERS HAVE RETURNED TO ME!! I HAVEN'T LOST THEM!! I'M STILL SPIDER-MAN!



DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT WITH YOU!!



YOU'RE FAST, MISTER... BUT NOT FAST ENOUGH FOR SPIDER-MAN!!

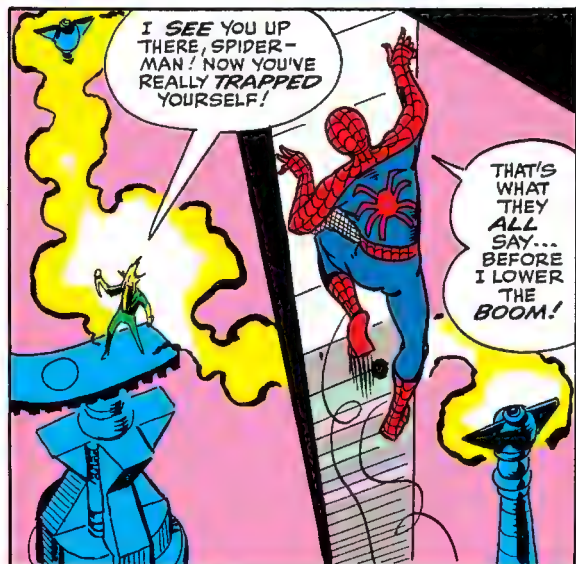
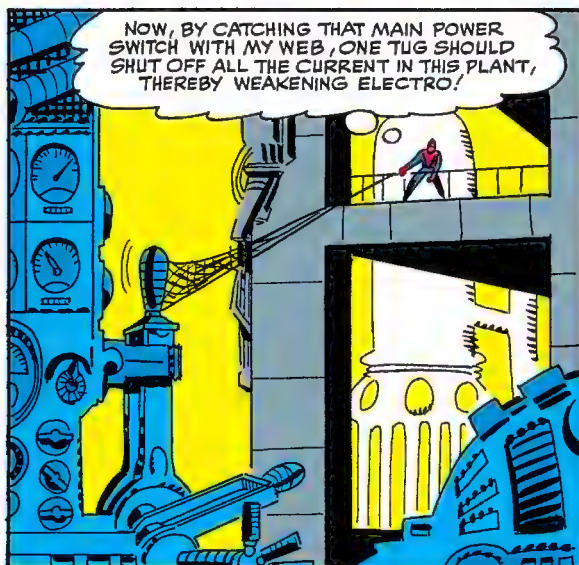
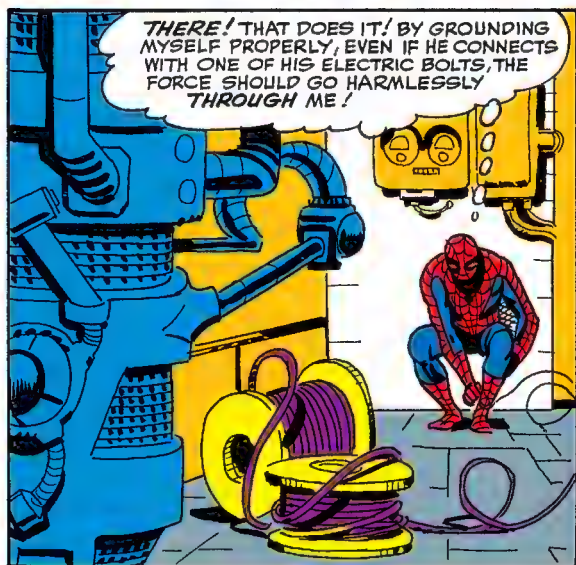


I DON'T NEED AS MUCH SPEED AS YOU! I HAVE MORE SHEER POWER!! SEE WHAT ANY ONE OF MY BOLTS CAN DO!



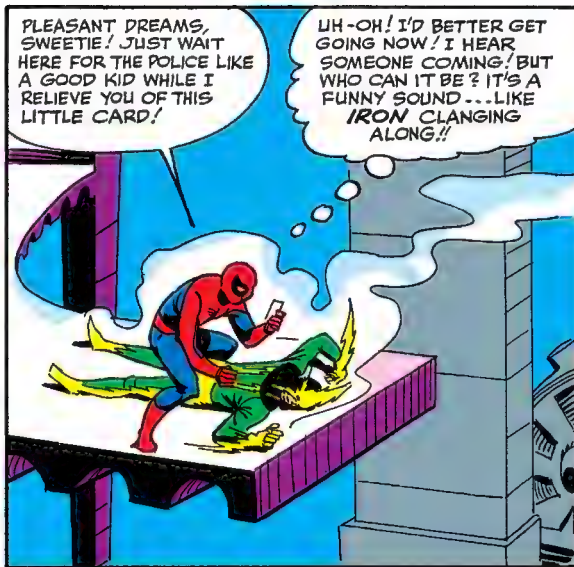
AND, IN A PLACE LIKE THIS, I CAN RECHARGE MYSELF... INCREASING MY POWER WITH EACH PASSING SECOND!!





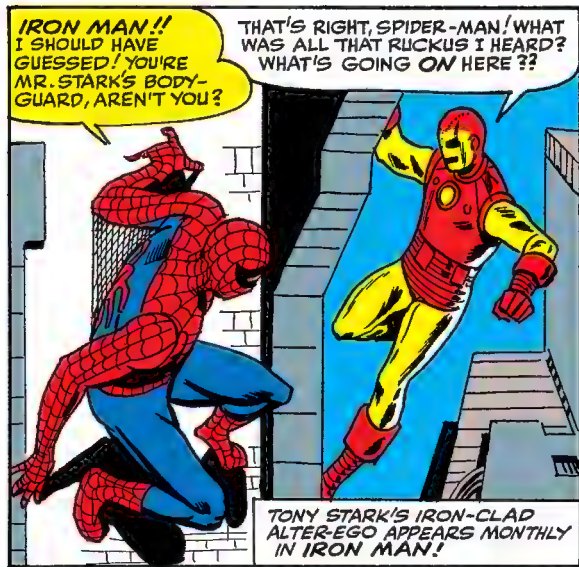
AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!

WHOP!



PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELIEVE YOU OF THIS LITTLE CARD!

UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING, BUT WHO CAN IT BE? IT'S A FUNNY SOUND... LIKE IRON CLANGING ALONG!!



IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?

THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??

TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN IRON MAN!



NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!



MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE ...

ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE SINISTER SIX WILL DO TO ME!!

SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!

TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!



THEN, AFTER PUTTING DOWN THE PHONE ...

I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?

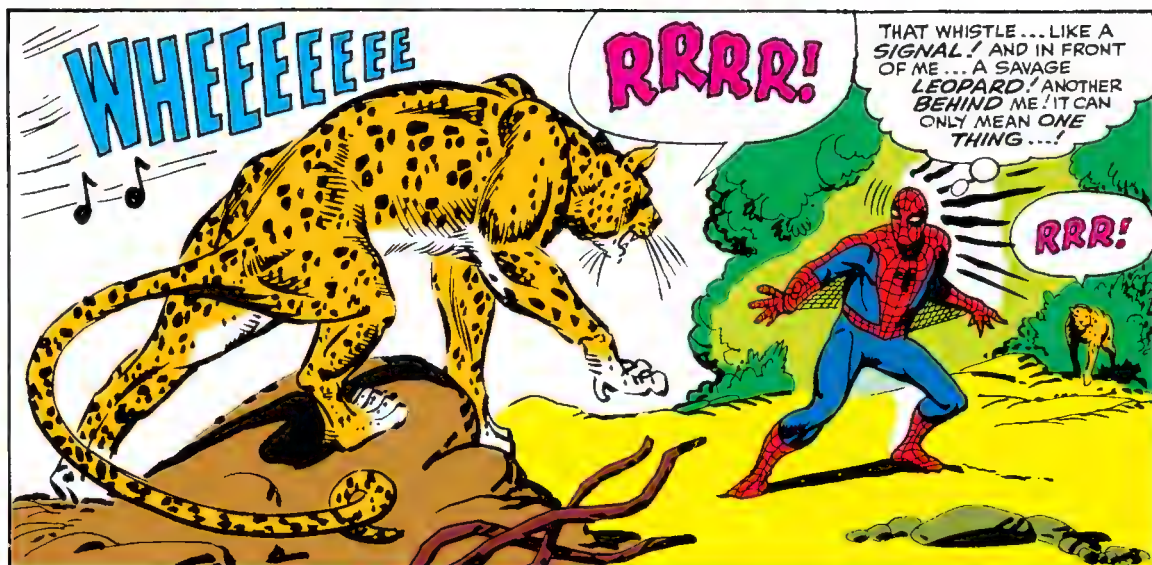
YESSIR, MR. JAMESON!

GO FRY YOUR HAT, YOU OLD SKIN-FLINT!



MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT ...

THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?

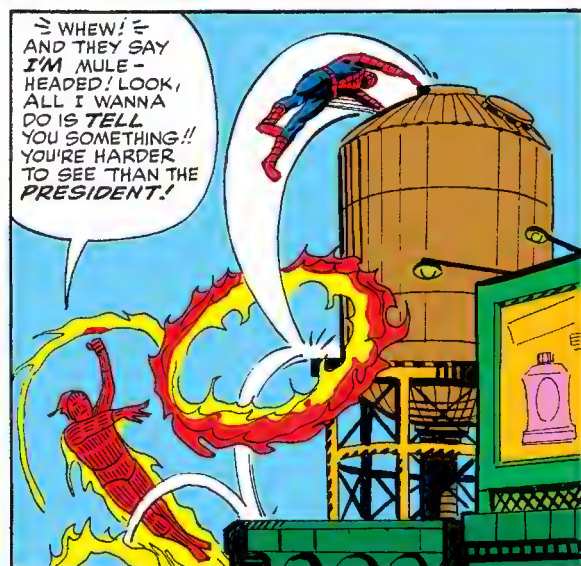
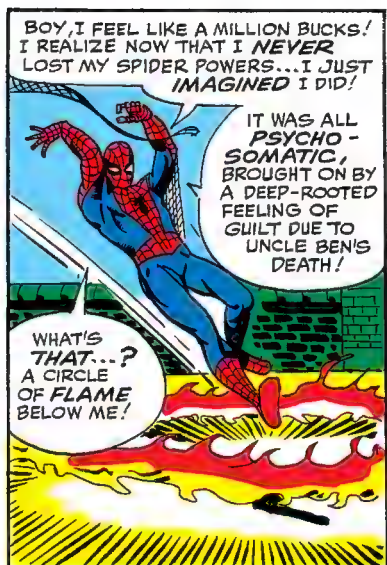


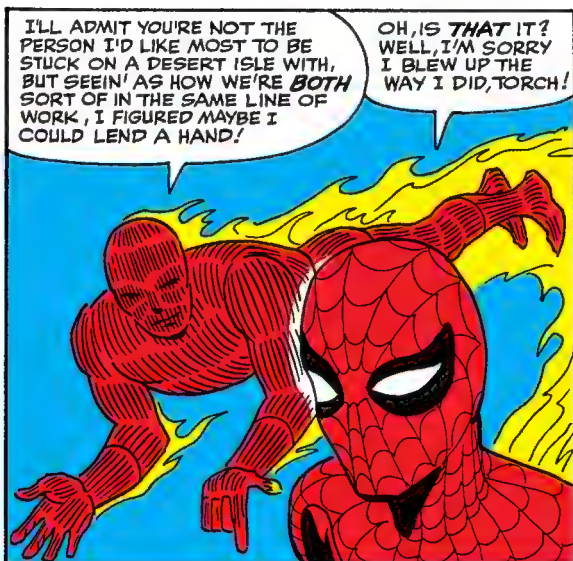
WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

MISSED ME, ALL THREE OF YOU!! THAT *DOES* IT, KRAVEN! YOU *HAD* YOUR CHANCE! WITH *SPIDER-MAN*, THERE AREN'T ANY SECOND TRIES!









I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEN' AS HOW WE'RE BOTH SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!

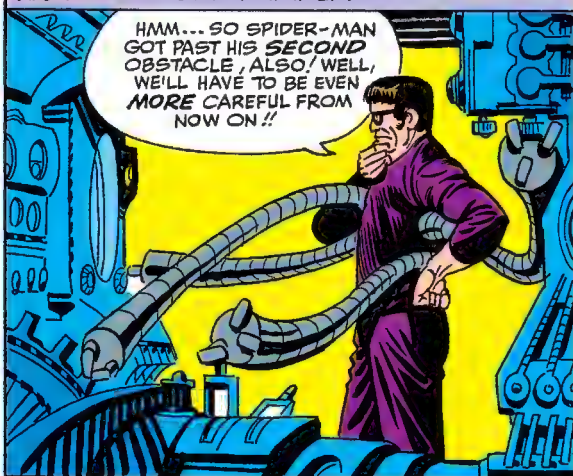
OH, IS *THAT* IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!



BUT THIS FIGHT OF MINE IS PRETTY *PERSONAL* ... SO I'LL HANDLE IT *ALONE*!!

OKAY, GUY, IF THAT'S HOW YOU *WANT* IT! ROTS OF RUCK!

MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...



HMM... SO SPIDER-MAN GOT PAST HIS *SECOND* OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN *MORE* CAREFUL FROM NOW ON!!



SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!

SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!

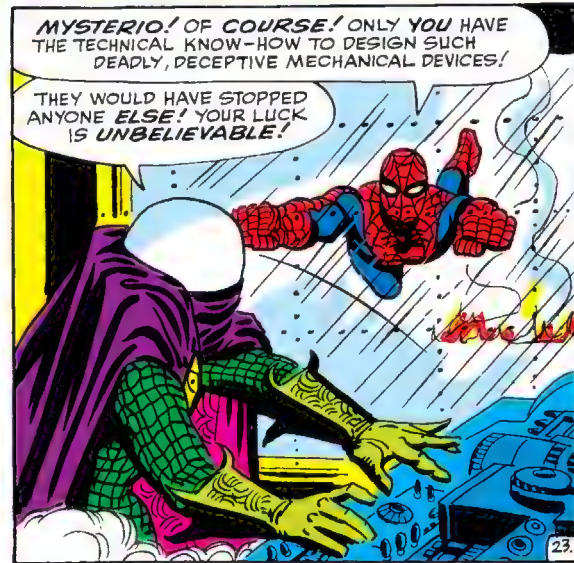
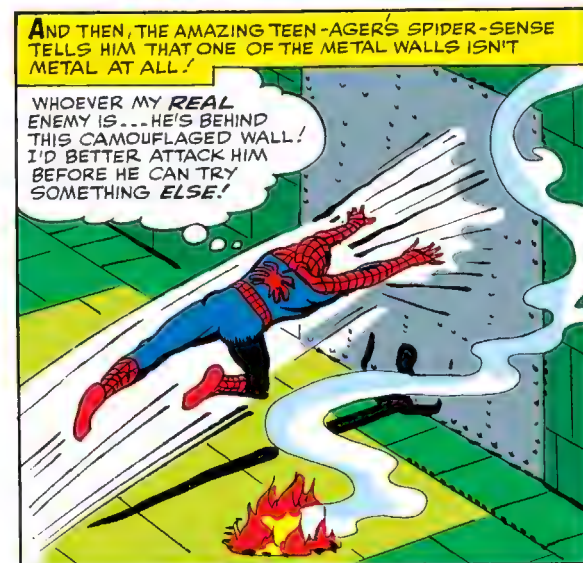
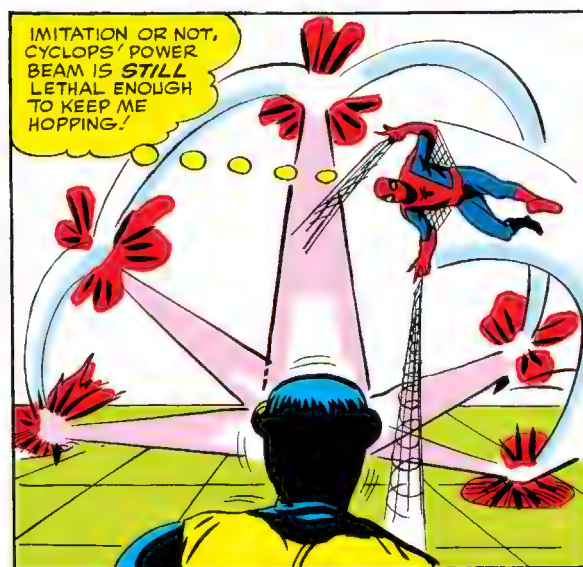


THIS IS THE *THIRD* ADDRESS I'M SUPPOSED TO... *WAIT!* THE X-MEN! BUT... HOW CAN THIS BE??



HOLD IT, YOU GUYS!! *WAIT*...! IT'S A *MISTAKE*! I MUST HAVE COME TO THE WRONG ADDRESS! *LOOK OUT!*

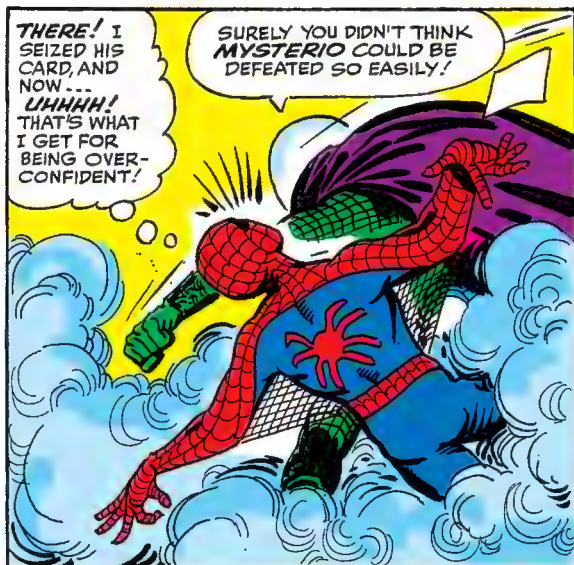
I DON'T *GET* IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!



LUCK, YOU CALL IT??
MISTER, YOU DON'T KNOW
THE *HALF* OF IT! I'M THE
ORIGINAL HARD-*LUCK*
KID!

BUT THAT WON'T STOP ME
FROM PLAYIN' A DRUM SOLO
ON THAT GLASS FISHBOWL
OF YOURS UNLESS YOU GIVE
ME THE CARD WITH MY FOURTH
DESTINATION ON IT!!





THERE! I SEIZED HIS CARD, AND NOW....
UHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!

SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!



HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST...IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!

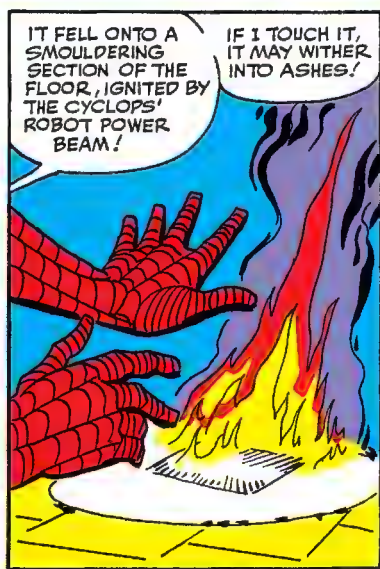
NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!



AND, IN CASE YOU THINK I'M EXAGGERATING...HERE'S A LITTLE CONVINER FOR YOU!

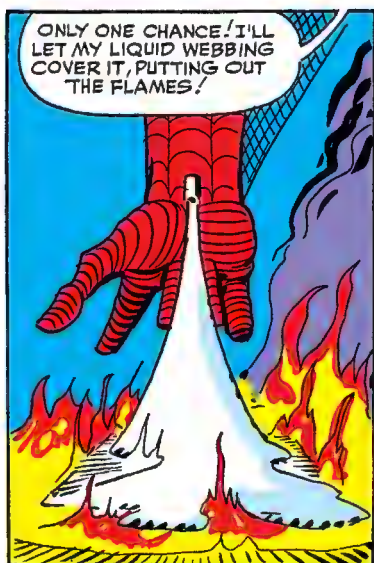


NOW TO SEE WHERE THAT CARD DROPPED, AND TO...
OH NO! NOT THERE!



IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!

IF I TOUCH IT, IT MAY WITHER INTO ASHES!



ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!



NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOMEHOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!



I'VE GOT TO **CONCENTRATE** HARDER THAN EVER BEFORE! IT'S UP TO MY **SPIDER-SENSE** TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!

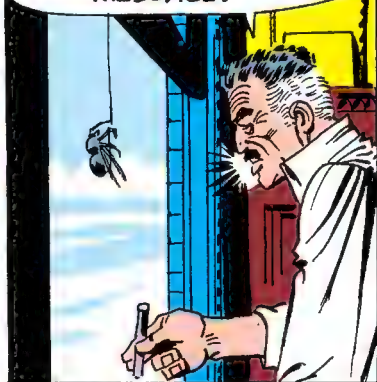
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON ...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF... HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM...IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE...GIVE ME THE MESSAGE!



AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE ...

IS OL'SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!



OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!

BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT... AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!

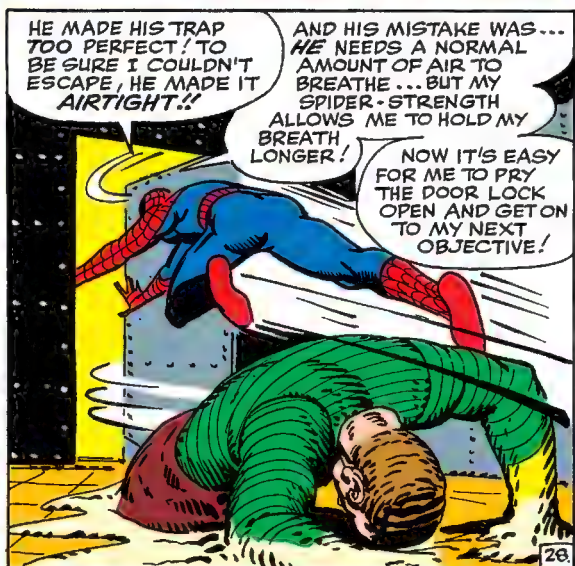
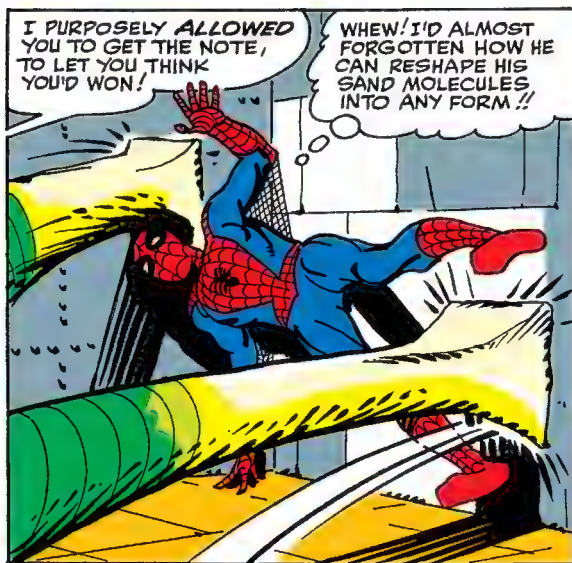
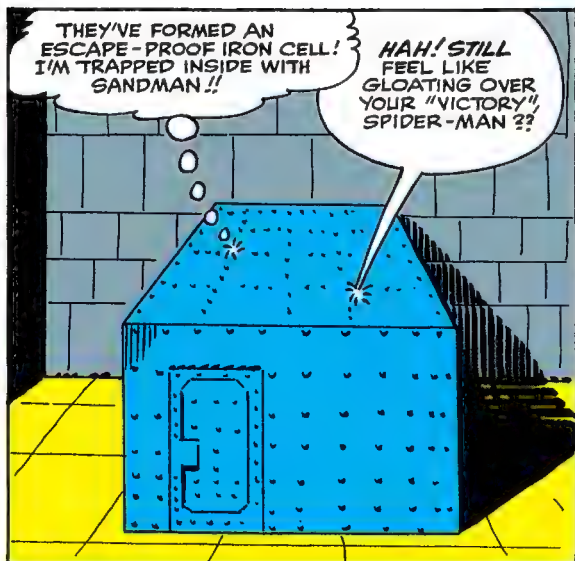
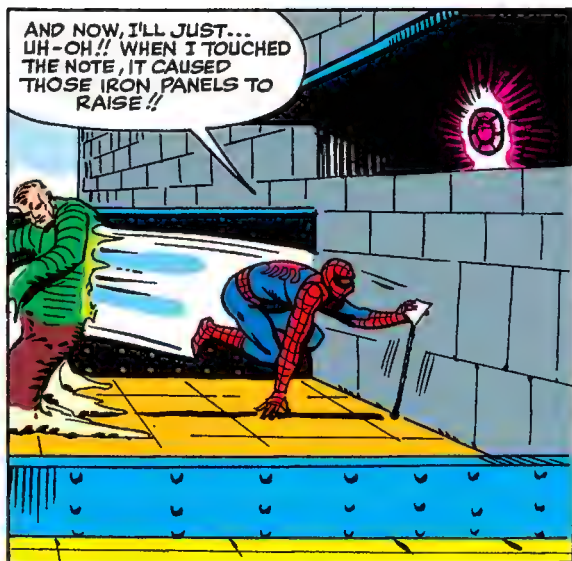


YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A **SHOWOFF**, SANDMAN!! IF YOU HAD REMAINED IN YOUR **SANDY** FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE **THIS!!**

BUT **NO!** YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A **DRAMATIC** APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

WHA-P!





AND BY **THIS** TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH SPIDER-MAN! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME... ON MY OWN STORY!!

WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE VULTURE REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!

I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!

AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING Foe FACE-TO-FACE AGAIN!

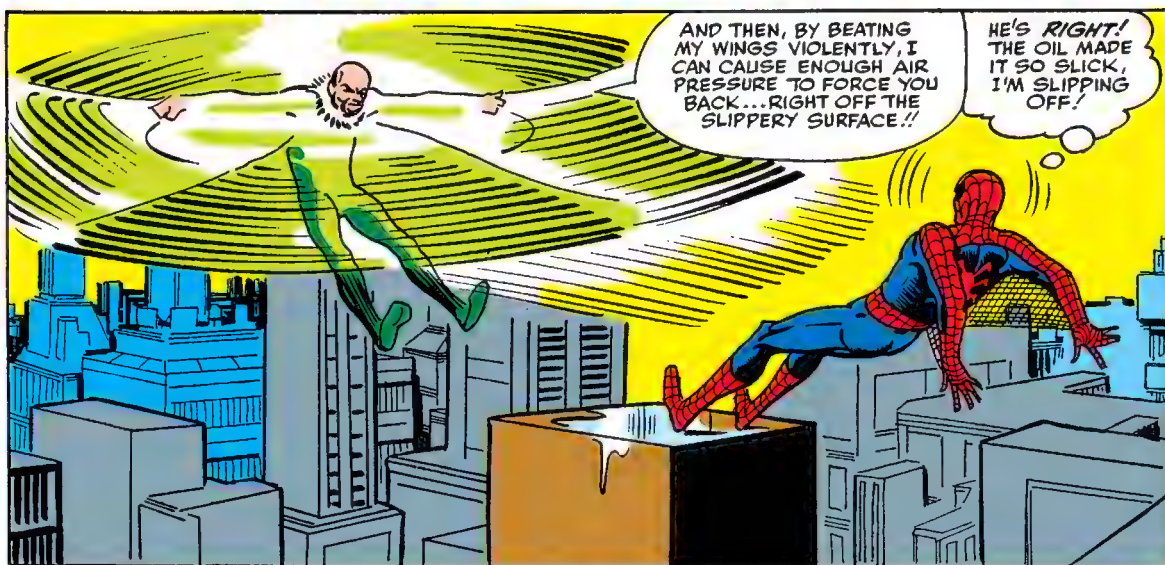
THE VULTURE!!!

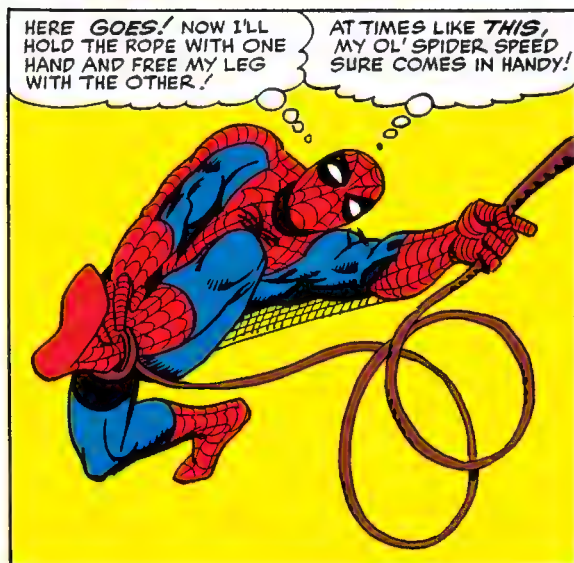
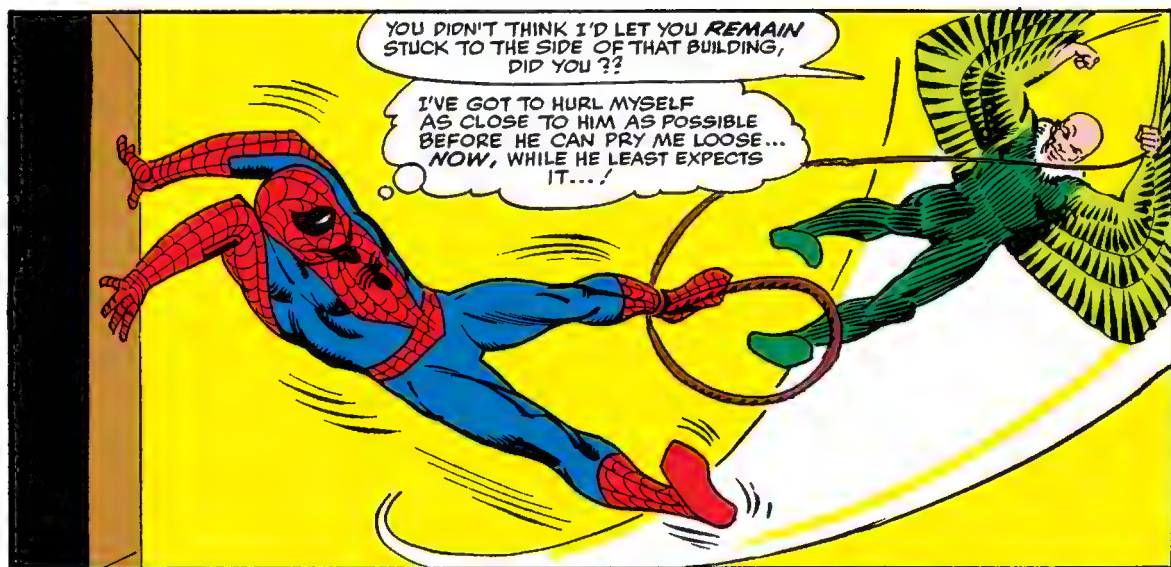
I AM THE LAST ON YOUR LIST, SPIDER-MAN... BECAUSE I AM THE MOST DANGEROUS OF ALL!

ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED WEB! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!





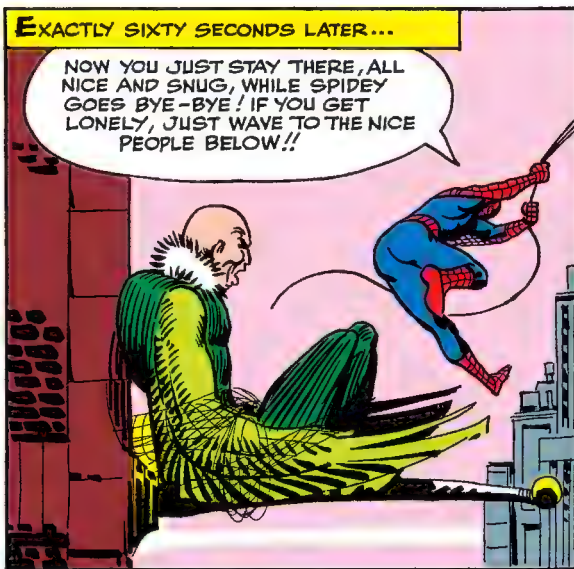
AND NOW, YOU WING-
FLAPPIN' WEASEL, I'M
GONNA CLIP YOUR PIN
FEATHERS FOR YOU !!

...UNLESS YOU TELL
ME WHERE TO FIND
BETTY BRANT...AND
I MEAN RIGHT NOW,
HEAR ??

SURE, I'LL TELL YOU !
YOU'LL NEVER BE ABLE TO
LEAVE THE PLACE ALIVE,
ANYWAY ! AND IF YOU DO...
WE'LL MEET AGAIN, SPIDER-
MAN ... I'LL SEE TO THAT !



THAT'S OKAY WITH **ME**, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDYAP!



EXACTLY SIXTY SECONDS LATER...

NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!

BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...

MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!

NATURALLY!! ALL THE **OTHER** PAPERS HAVE COME OUT WITH SPIDER-MAN **EXTRAS** ... EXCEPT **US**! GET OUT OF HERE... LET ME SUFFER IN PEACE!



AND, WHAT OF THE OMINOUS DOCTOR OCTOPUS..?

I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, **VISITOR**, TO ARRIVE SHORTLY!

BUT WHAT A ABOUT **US**?

DON'T WORRY, MISS BRANT... I'LL BE BACK!



MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY **THAT**??

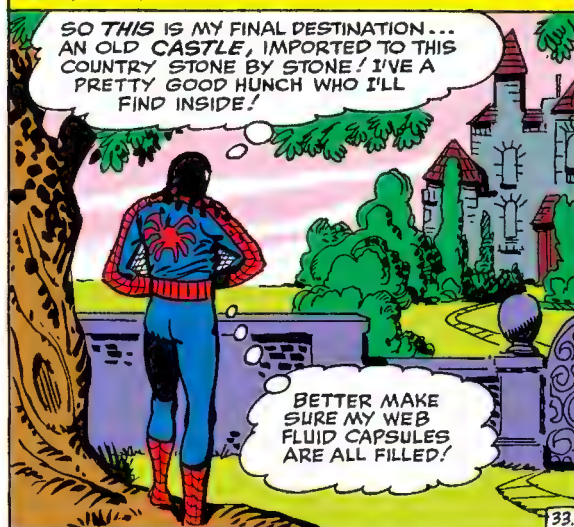
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST **CHARMING** MANNERS? HE'S SO WELL-SPOKEN!

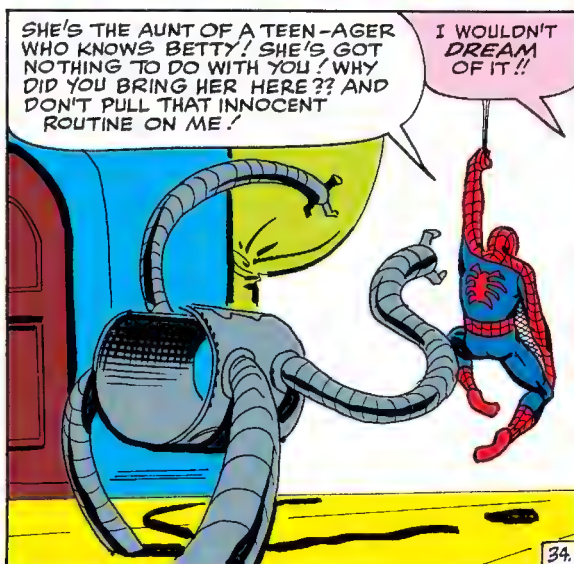


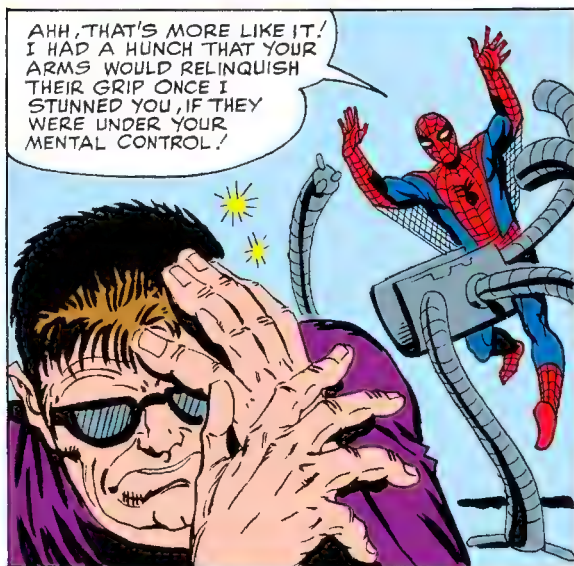
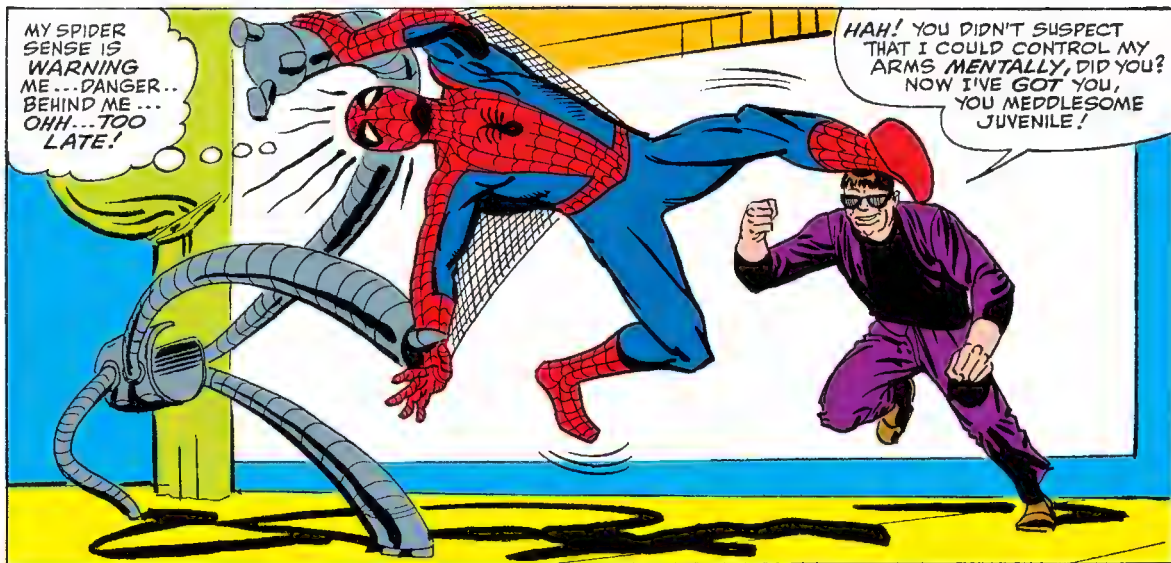
AND, JUST A FEW HUNDRED YARDS AWAY...

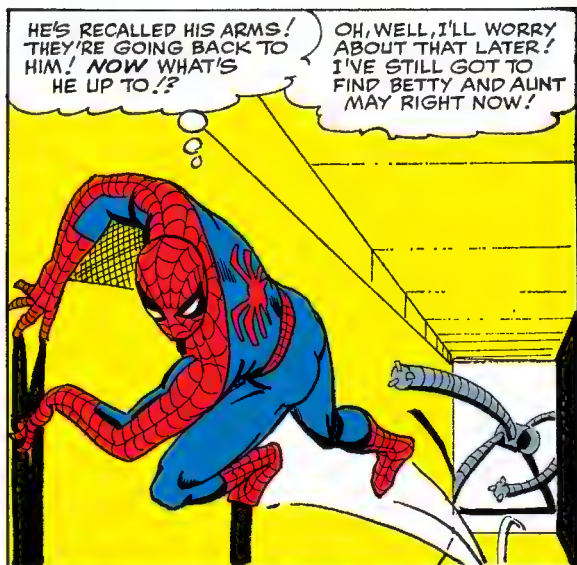
SO **THIS** IS MY FINAL DESTINATION ... AN OLD CASTLE, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!

BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!



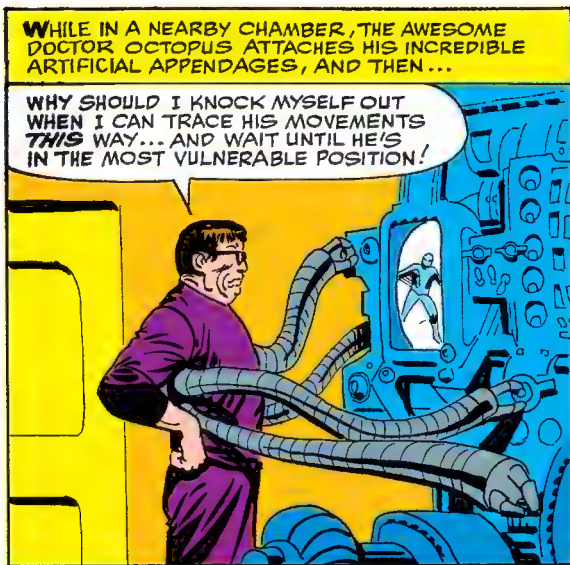






HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO..?!

OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!



WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS *THIS* WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!



THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T *SEE* ANYTHING WRONG YET...!

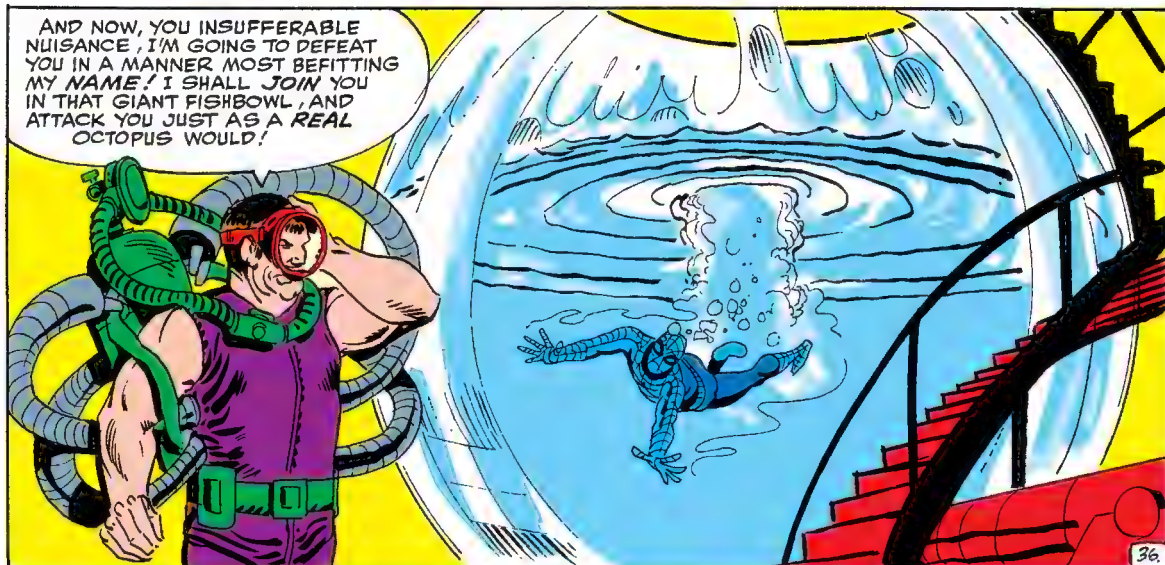


BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!

UH-OH! LOOK OUT BELOW!!



BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!

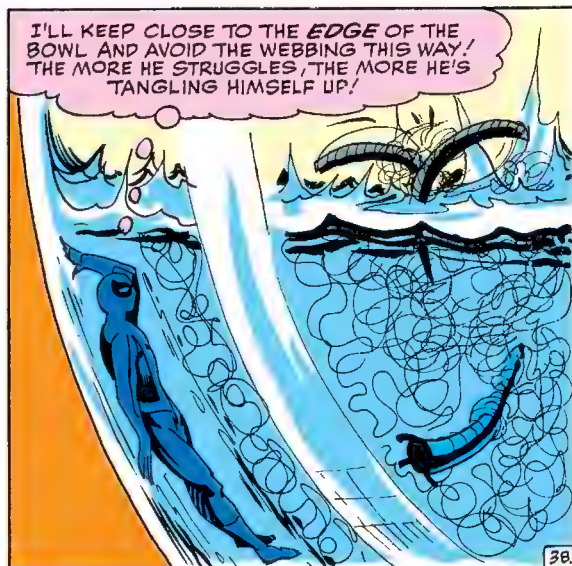
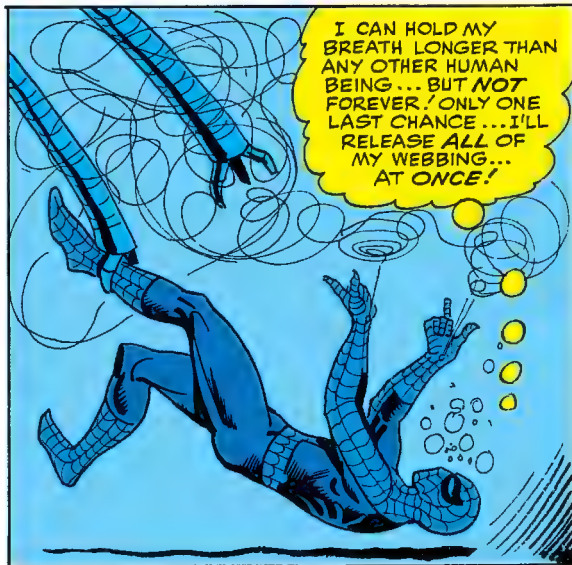
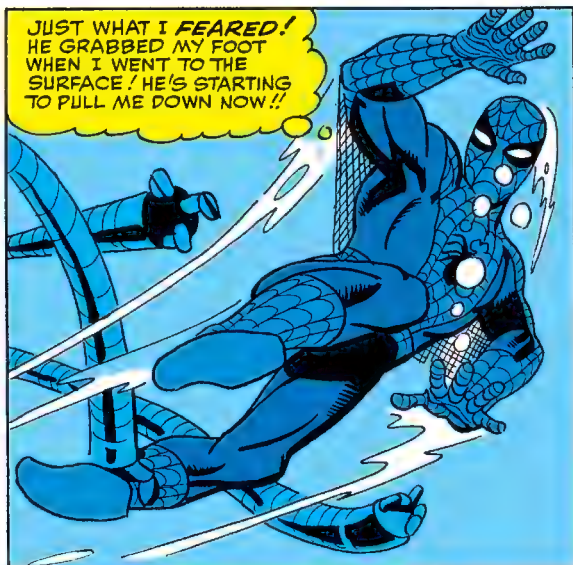
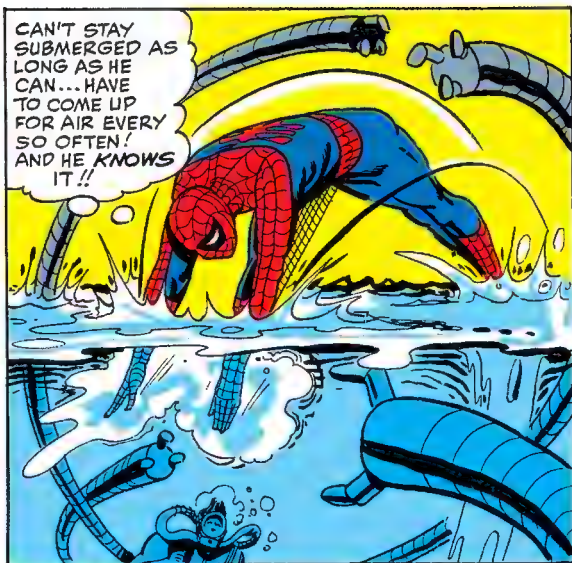
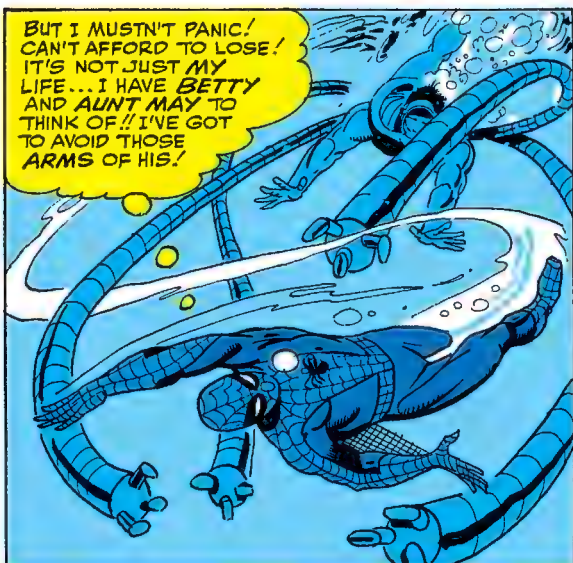


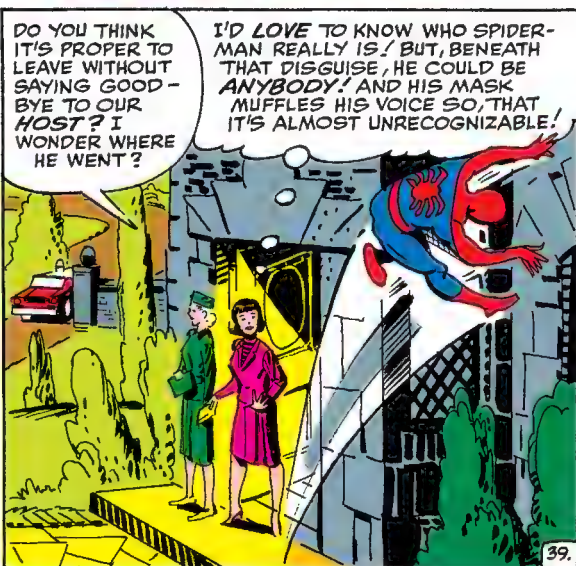
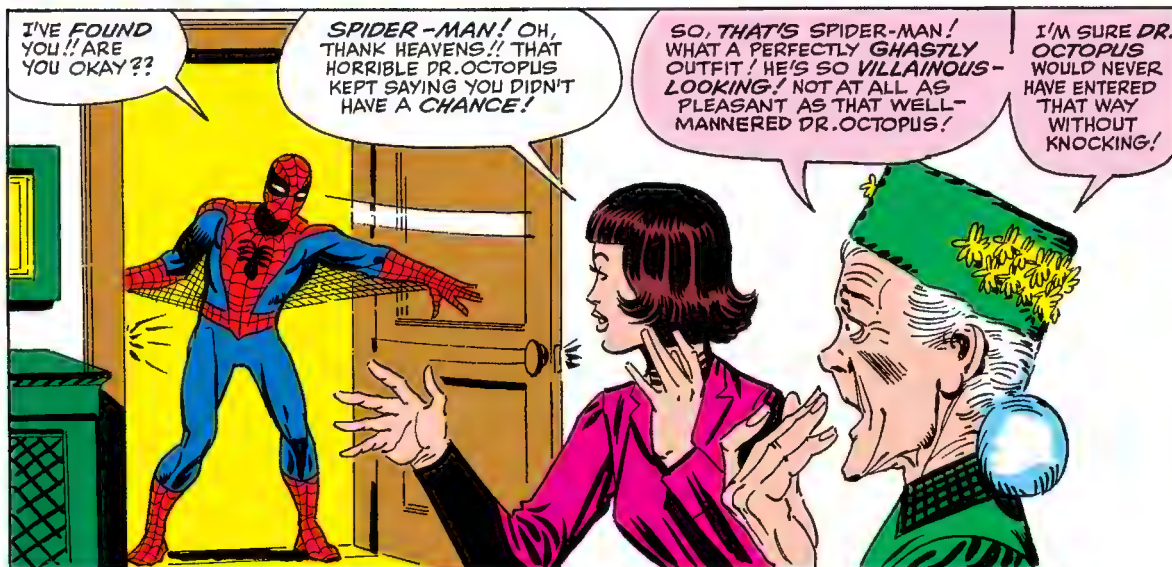
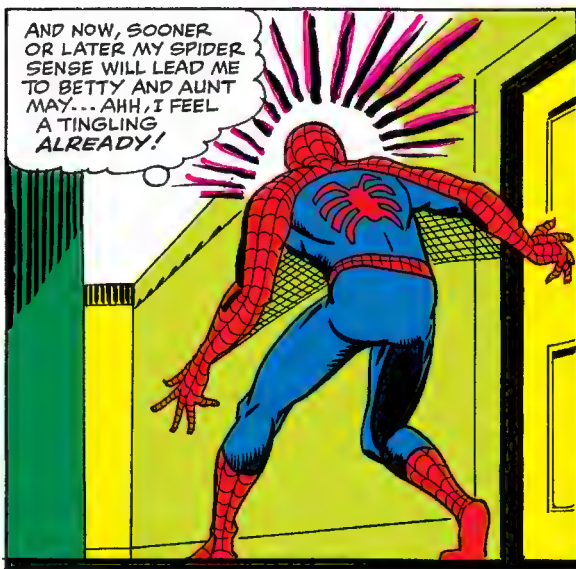
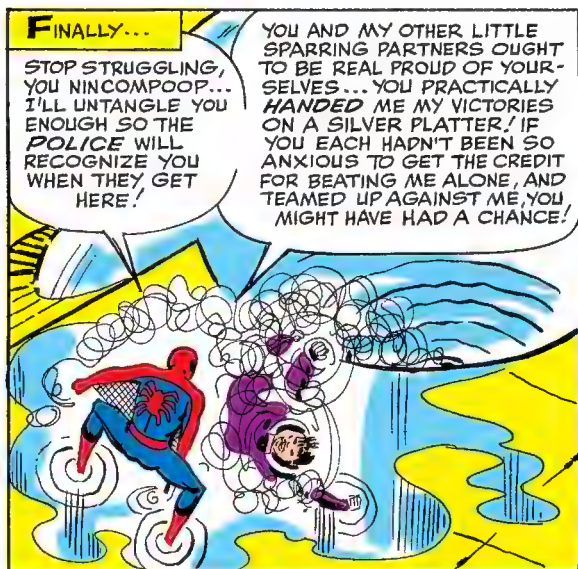
AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!

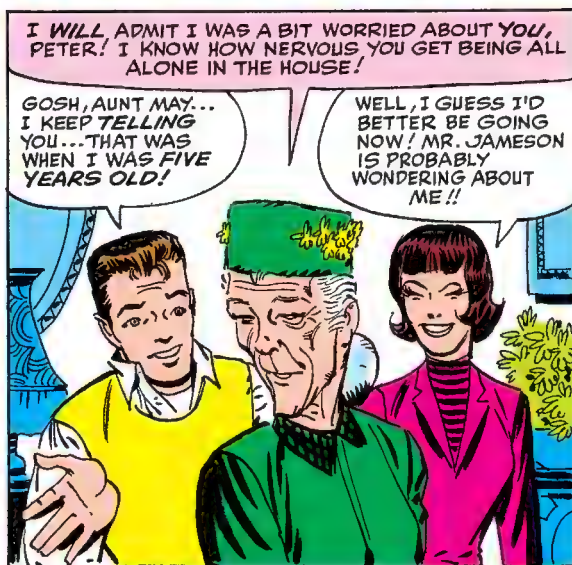
A comic book panel showing Spider-Man underwater. He is being constricted by a large, blue, segmented tentacle monster. Spider-Man is upside down, looking up at the monster with a determined expression. Bubbles are rising around him. In the background, another figure is being pulled into the water by the tentacles. The scene is dynamic, with motion lines indicating the struggle.

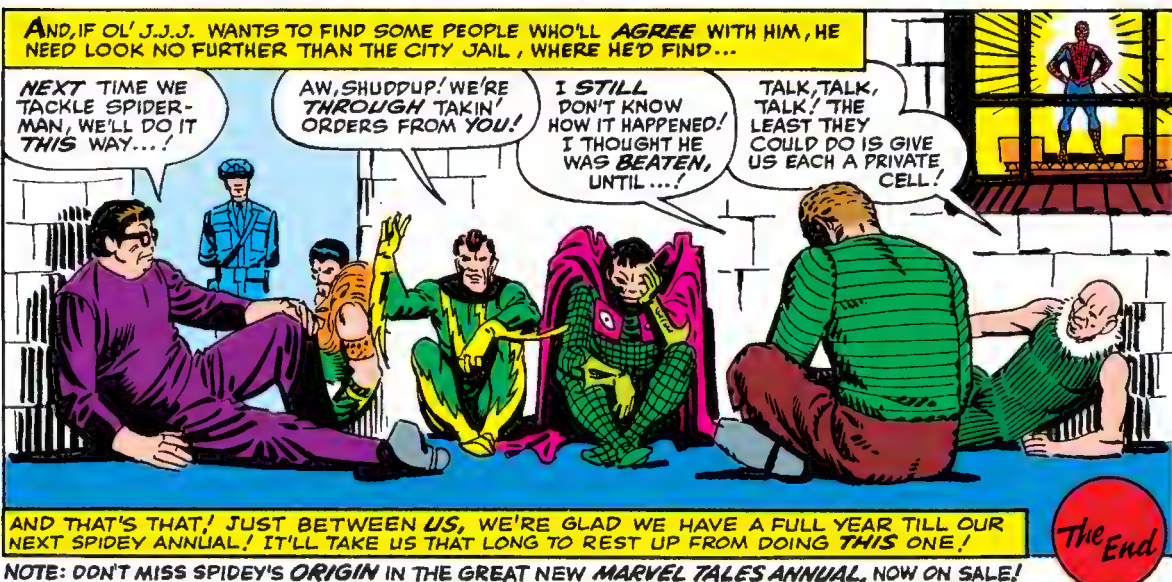
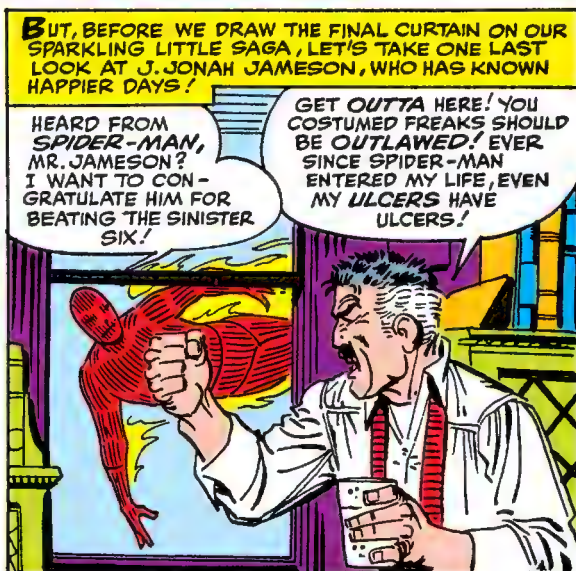
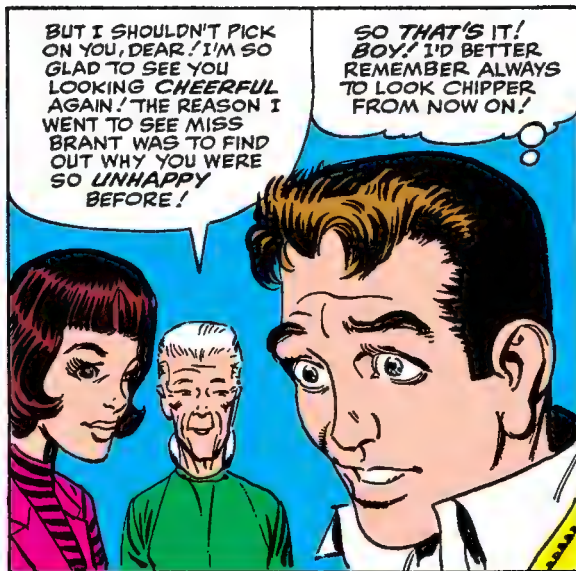
IF YOU'VE ANY LAST WORDS TO UTTER,
SPIDER-MAN, SAY THEM NOW...OH, I'M
SORRY! I FORGOT YOU CANNOT HEAR ME
THROUGH MY AIR MASK! WHAT A PITY...I
NEGLECTED TO FURNISH ONE FOR YOU!

I'VE BEEN IN TIGHT
SPOTS *BEFORE*... BUT
SOMETHING TELLS ME
THEY'RE GONNA SEEM
LIKE *PICNICS* COMPARED
TO THE JAM I'M IN *NOW*!









A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the **BURGLAR**

FIRST APPEARED
IN...

**AMAZING
FANTASY**

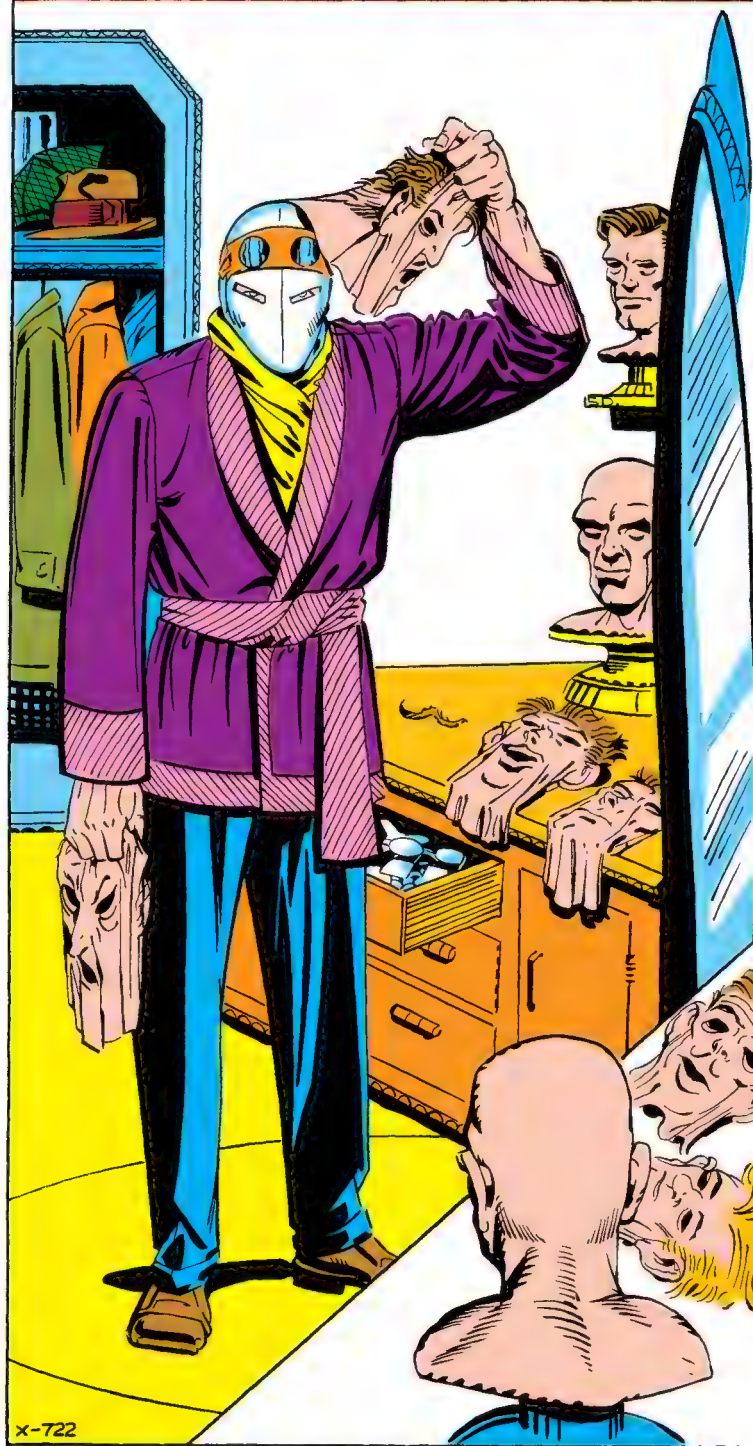
**15
AUG.**

THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CHAMELEON



**FIRST APPEARED
IN...**



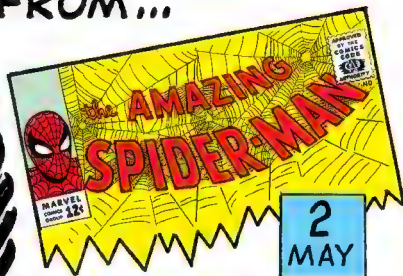
**A NEW ERA IN COMICDOM
WAS BORN WITH THE
INTRODUCTION OF THE
CHAMELEON! THE TITLE
"AMAZING FANTASY"
WAS CHANGED TO "THE
AMAZING SPIDER-MAN",
AND SPIDEY FOUGHT HIS
FIRST COLORFUL SUPER-
FOE!**

**TO THIS DAY, NO
ONE HAS EVER LEARNED
THE TRUE IDENTITY OF
THE MAN WHO CAN
TRANSFORM HIM-
SELF INTO ANYBODY!
SO SUCCESSFUL IS
THE CHAMELEON'S
POWER OF DISGUISE
THAT HE ALMOST
CONVINCED THE
POLICE THAT HE
WAS SPIDER-MAN
DURING THEIR FIRST
UNFORGETTABLE
ENCOUNTER!**

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The **VULTURE**

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

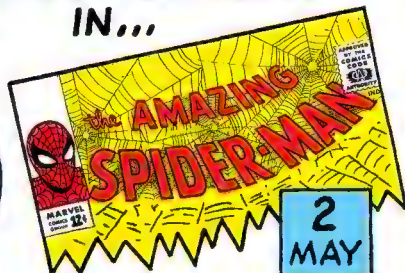
ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The **TERRIBLE TINKERER**



**FIRST APPEARED
IN...**



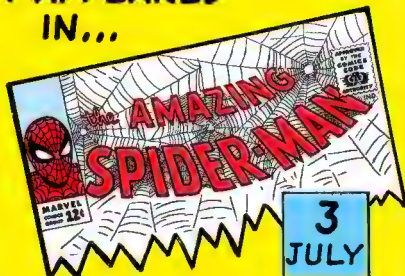
**THIS STRANGE FOE IS
CHIEFLY TO BE
REMEMBERED BECAUSE
OF THE FACT THAT HE
HAS BEEN THE FIRST,
AND THE ONLY ALIEN
MENACE SPIDER-MAN
HAS EVER FOUGHT!**

**LITTLE DID THE
AMAZING TEEN-AGER
DREAM, AS HE
VENTURED INTO THE
TINKERER'S
GLOOMY SHOP,
THAT THE FATE
OF HIS ENTIRE
PLANET HUNG
UPON SPIDER-
MAN'S VICTORY
AGAINST
ALMOST
HOPELESS
ODDS!**

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS

FIRST APPEARED
IN...



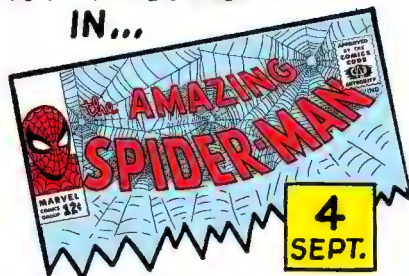
YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENUOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!



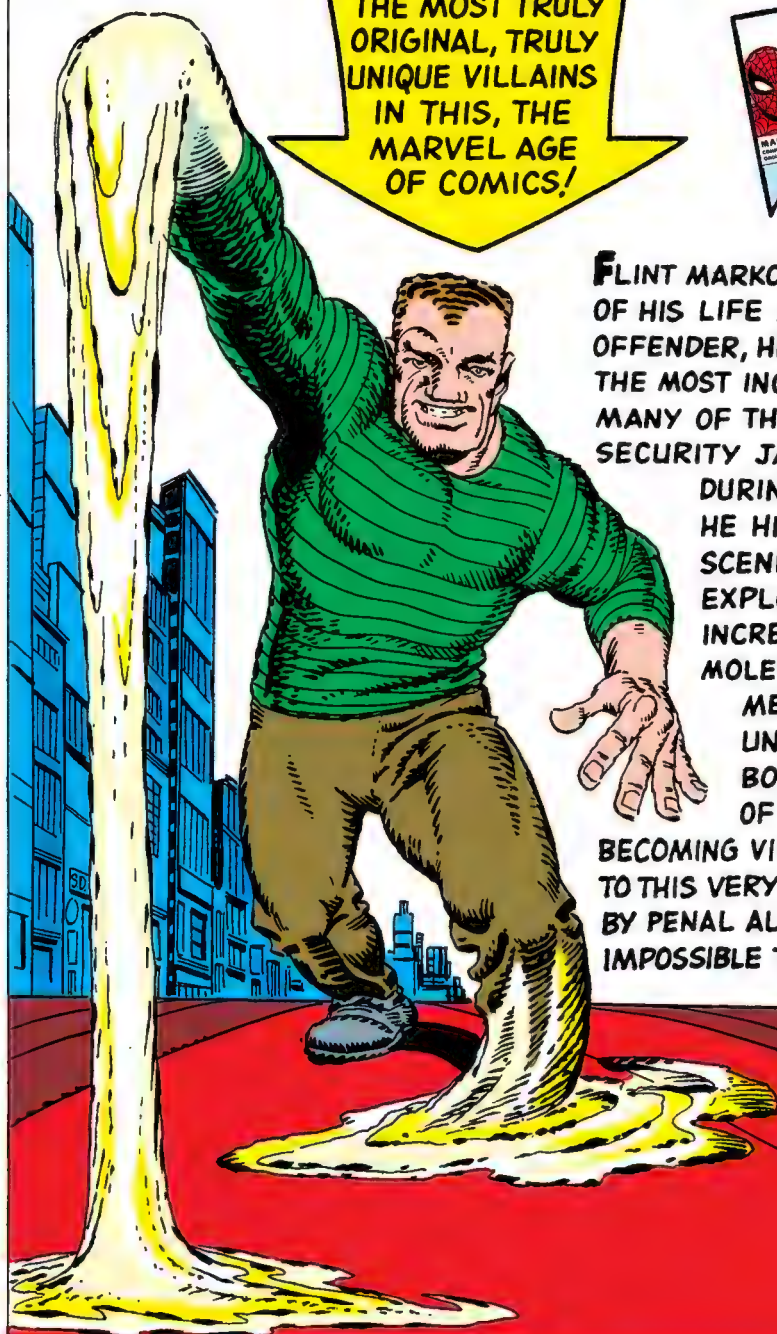
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SANDMAN

**FIRST APPEARED
IN...**



**POSSIBLY ONE OF
THE MOST TRULY
ORIGINAL, TRULY
UNIQUE VILLAINS
IN THIS, THE
MARVEL AGE
OF COMICS!**

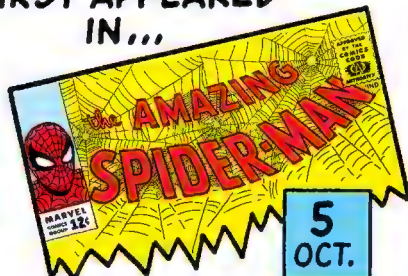


FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!

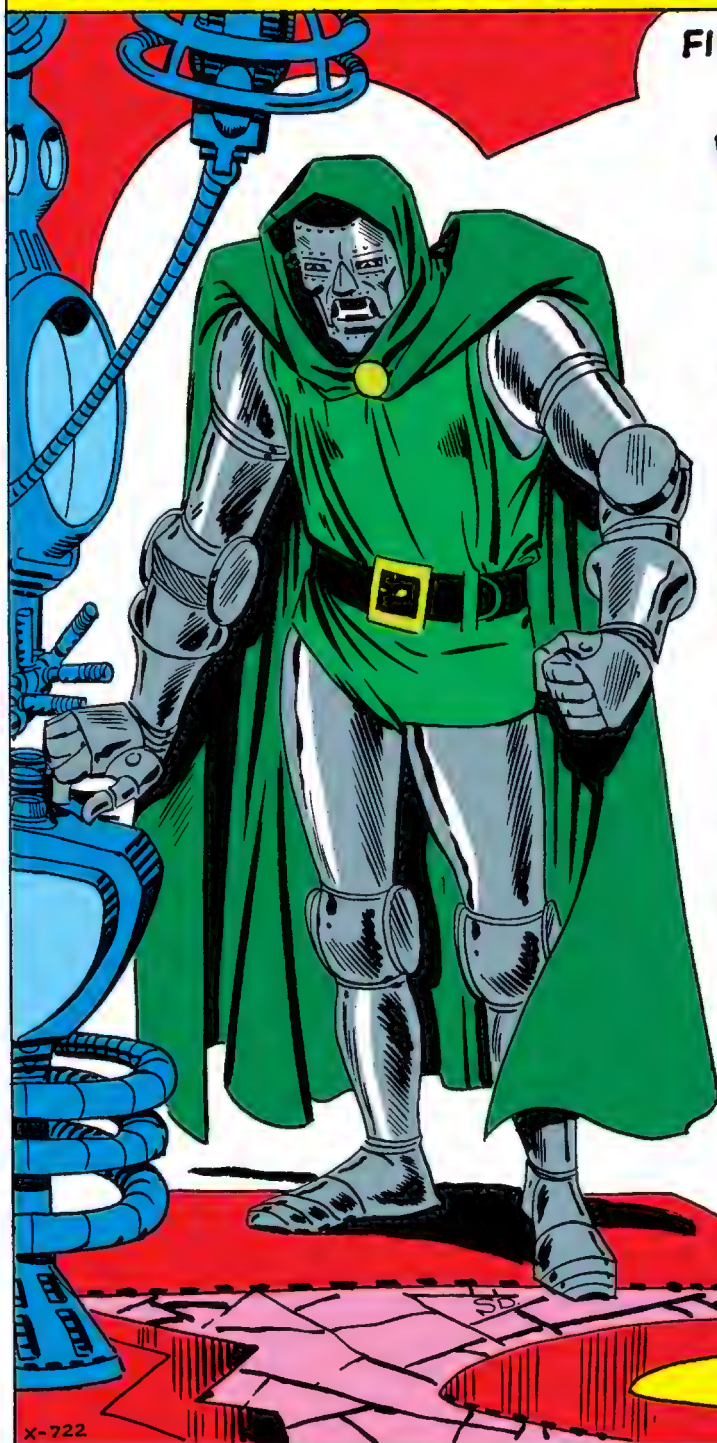
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM

FIRST APPEARED
IN...



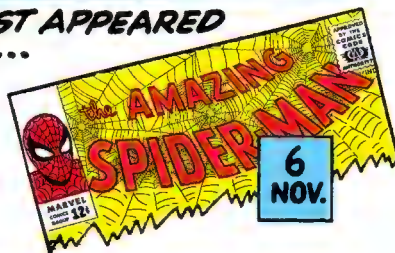
WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC...*"THE SECRETS OF DOCTOR DOOM!"*



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

FIRST APPEARED
IN...



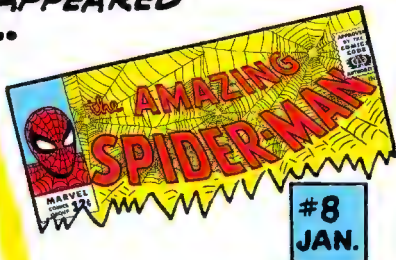
UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TO-DAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Living BRAIN

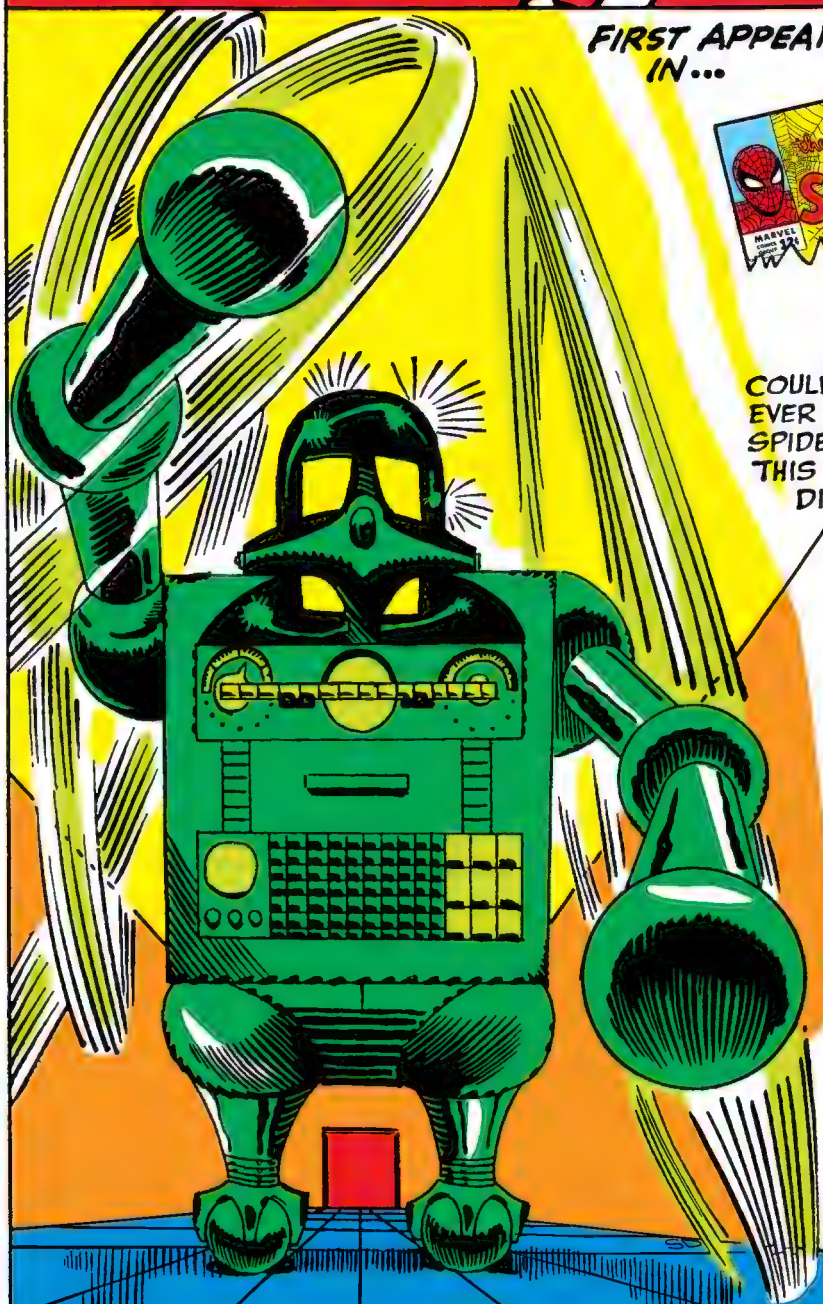
FIRST APPEARED
IN...



COULD A MERE MACHINE
EVER DEFEAT THE AMAZING
SPIDER-MAN ?? WELL,
THIS MACHINE ALMOST
DID! FOR, YOU SEE

BEFORE YOU ONE OF
THE WONDERS OF
THE AGE...A MACHINE
OF ALMOST LIMIT-
LESS STRENGTH,
APPARENTLY IN-
DESTRUCTIBLE, AND
CAPABLE OF THINK-
ING MANY TIMES
FASTER THAN ANY
HUMAN BRAIN!

BUILT TO APPROXI-
MATE THE HUMAN
FORM, IT REQUIRED
EVERY BIT OF POWER,
AGILITY, AND
CUNNING WHICH
SPIDER-MAN
POSSESSED TO
END THE ELECTRONIC
MENACE OF THIS
STRANGE
MACHINE!

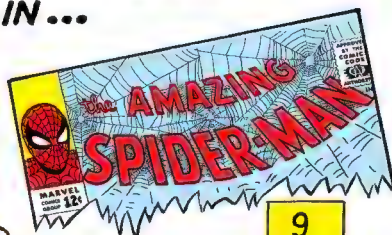


A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO



FIRST APPEARED
IN ...



9
FEB.

ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!

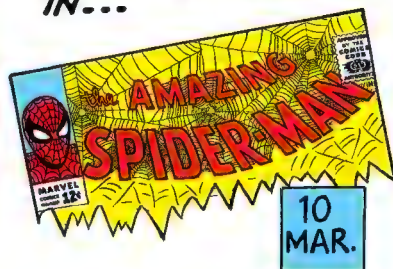
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE
BIG
MAN

FIRST APPEARED
IN...



READING FROM TOP TO
BOTTOM, WE PRESENT...

THE OX, EX-CIRCUS
STRONGMAN WITH THE
MIND OF A CHILD!

MONTANA, THE WESTERN
ROPE-WIZARD WHO CAN
MAKE HIS LASSO DO
EVERYTHING BUT TALK!

FANCY DAN, WHOSE
SMALL SIZE BELIES
THE SPEED AND
ACCURACY OF HIS
POTENT JUDO AND
KARATE BLOWS!

PUT THEM ALL
TOGETHER AND
YOU HAVE A TEAM
OF CRIMINALS
NO CRIME-FIGHTER
WOULD DARE TO
EVER TURN HIS
BACK UPON!

THE BIG MAN.
ALTHOUGH POSSESSING
NO SPECIAL POWERS
OF HIS OWN, WAS
THE MASTER CRIMINAL
WHO ORGANIZED
THE ENFORCERS,
MUCH TO HIS
SUBSEQUENT
REGRET!



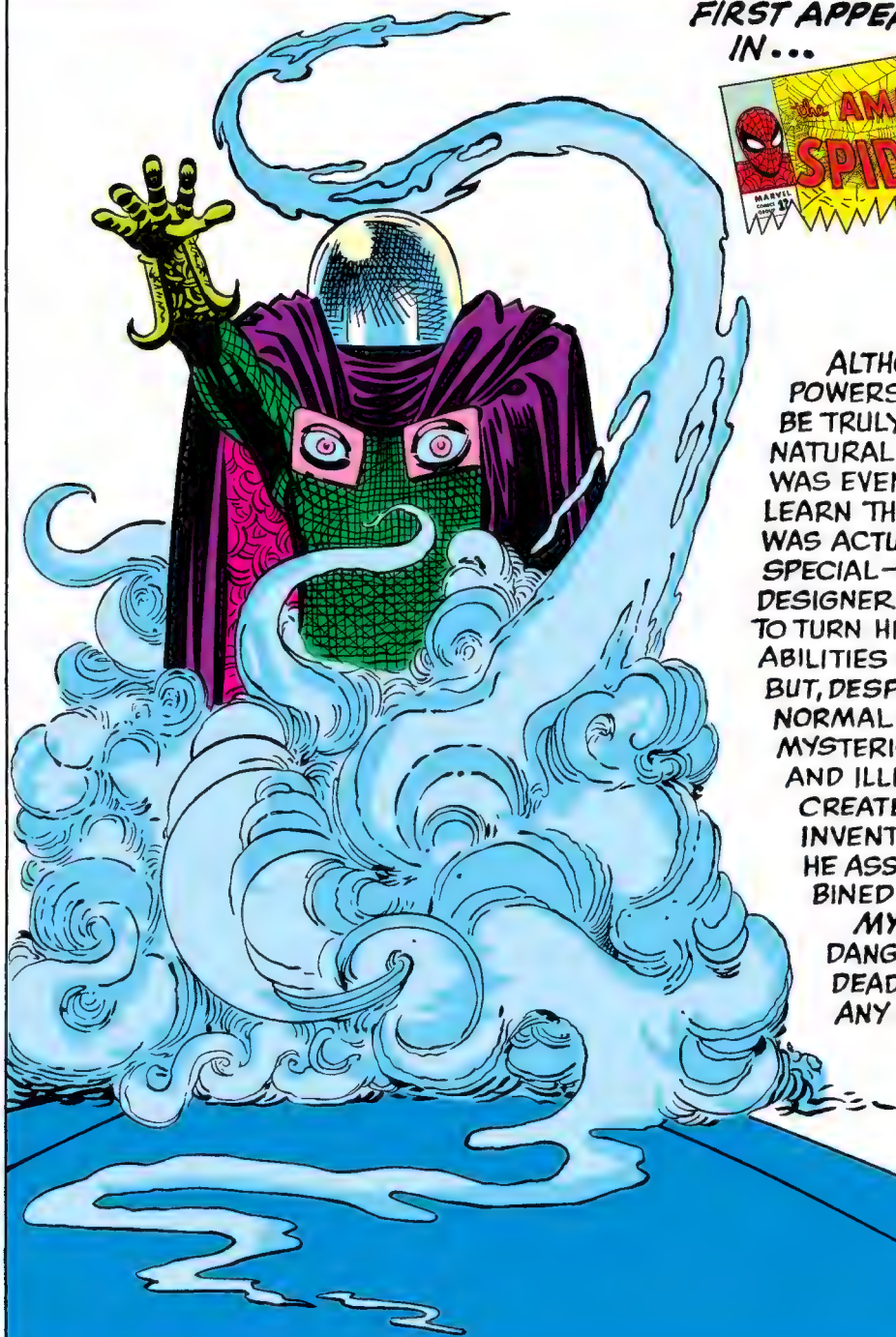
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

FIRST APPEARED
IN...



13
JUNE



ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT **MYSTERIO** WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE **MYSTERIO** AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

FIRST APPEARED
IN...



14
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN *THE HUNTER*

**FIRST APPEARED
IN...**



**15
AUG.**



NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!

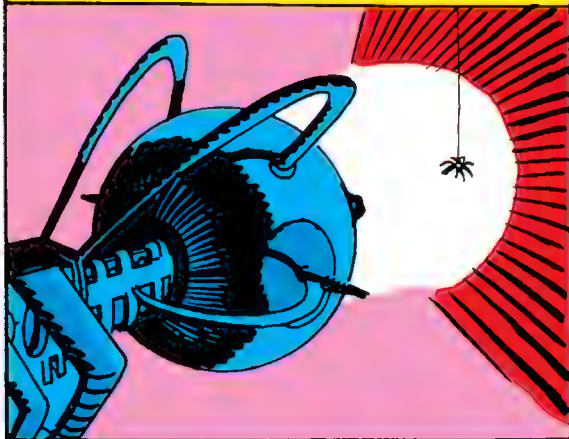
The SECRETS of SPIDER-MAN!

HERE'S MORE PROOF (AS IF YOU NEED IT!) THAT WHEN THE GANG IN THE MARVEL BULL-PEN GET TO-GETHER TO BRING YOU AN ANNUAL, THEY SURE DON'T SPARE THE HORSES!!

FEATURING:
INSIDE FACTS ABOUT SPIDEY'S POWERS, HIS PROBLEMS, AND HIS PERSONAL LIFE, AS ONLY STAN and STEVE CAN PRESENT THEM!

EVERYTHING YOU WANT TO KNOW ABOUT SPIDEY IS ON THE PAGES THAT FOLLOW...

THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS **SPIDER-MAN** HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE...



NO ONE AT THE EXHIBITION NOTICED A TINY **SPIDER** DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!

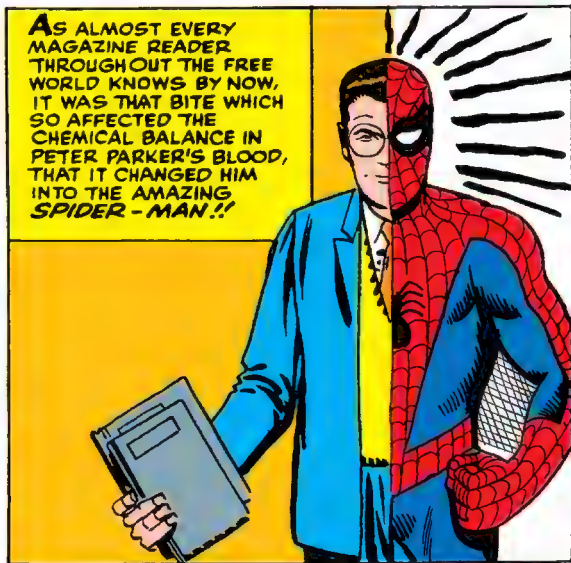


IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!



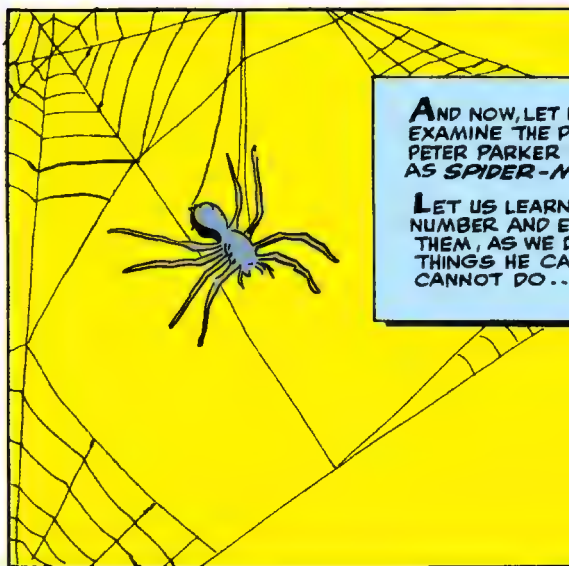
A **SPIDER** JUST BIT ME!! BUT... WHY IS MY HAND **BURNING** SO?!

AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING **SPIDER-MAN**!!

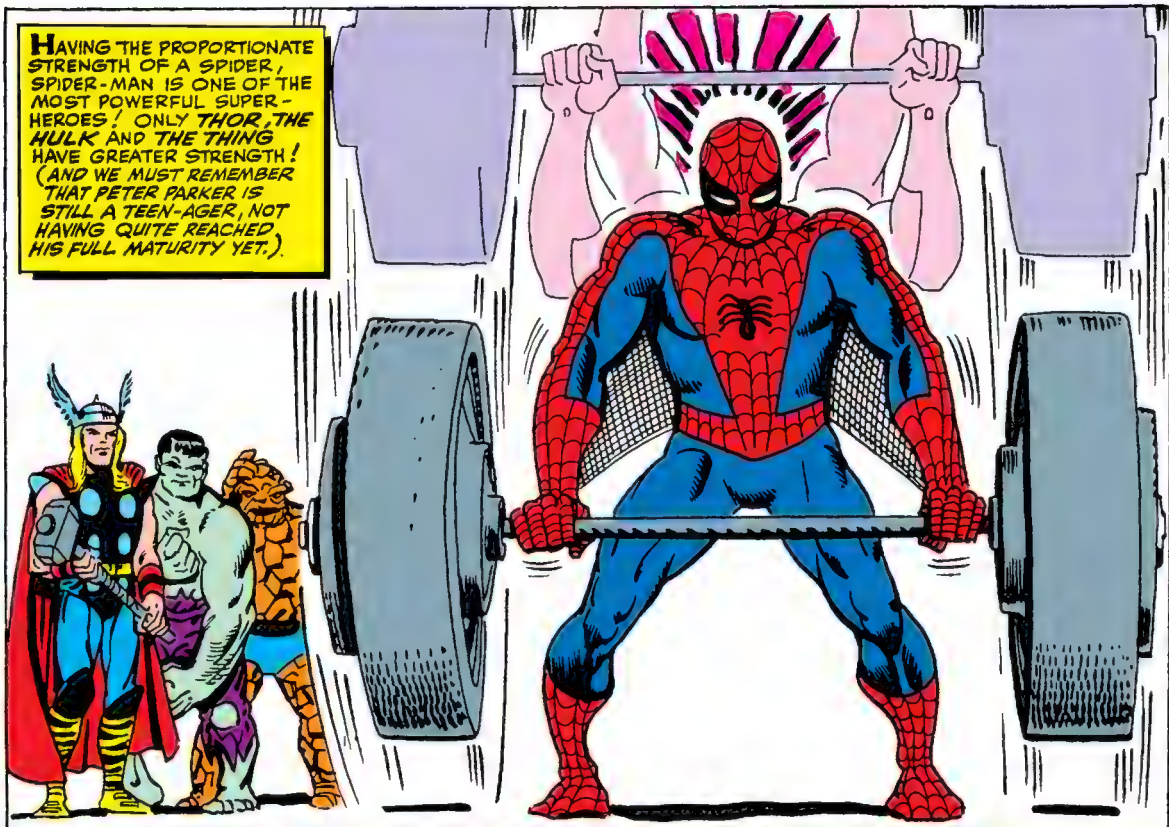


AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS **SPIDER-MAN**!

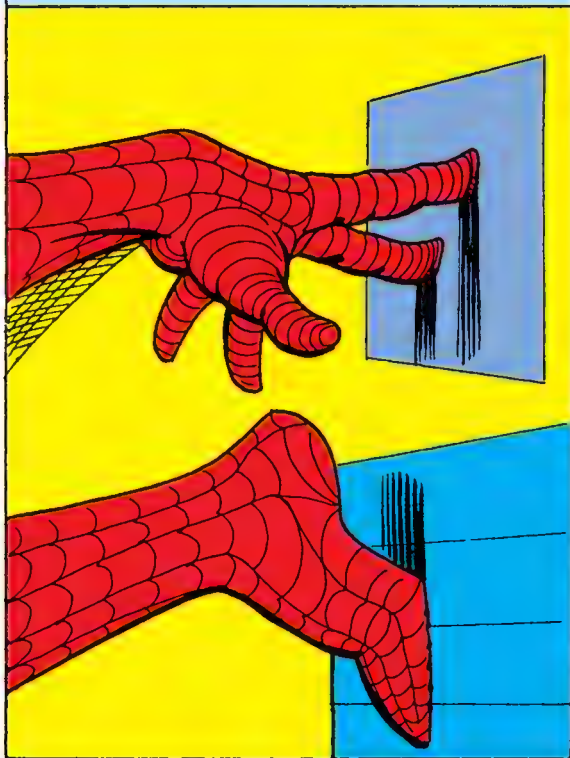
LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...



HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



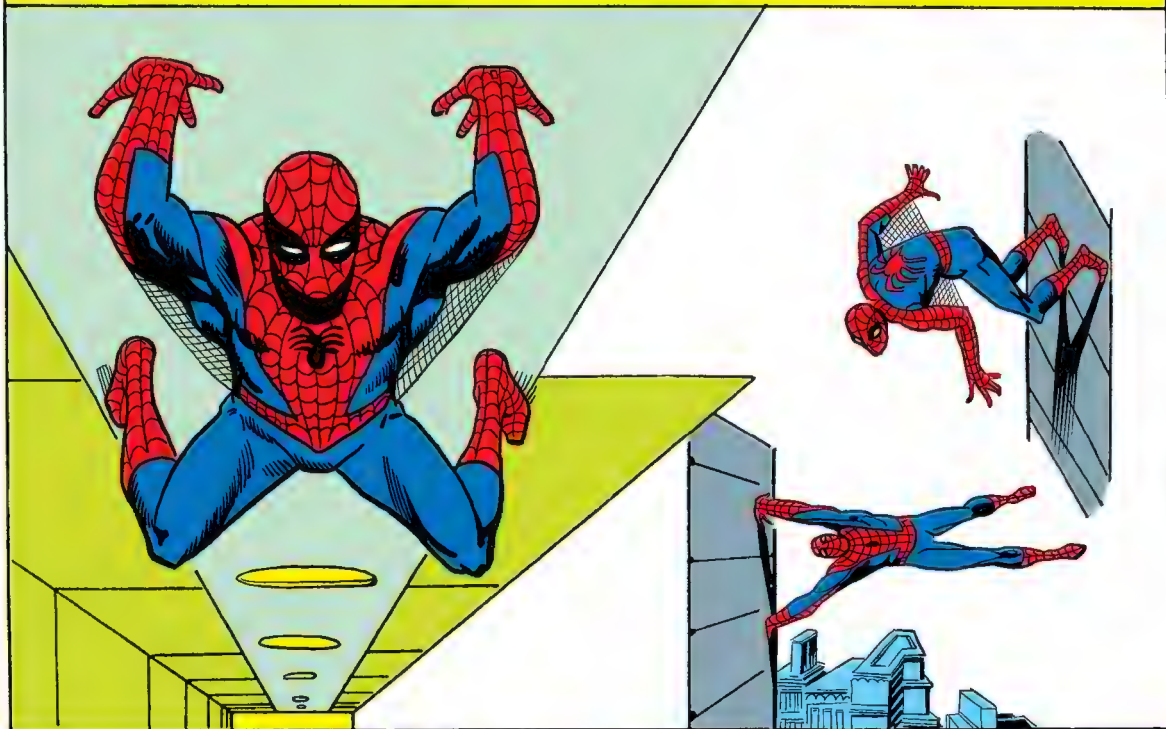
ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS **CLINGING ABILITY!** LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!



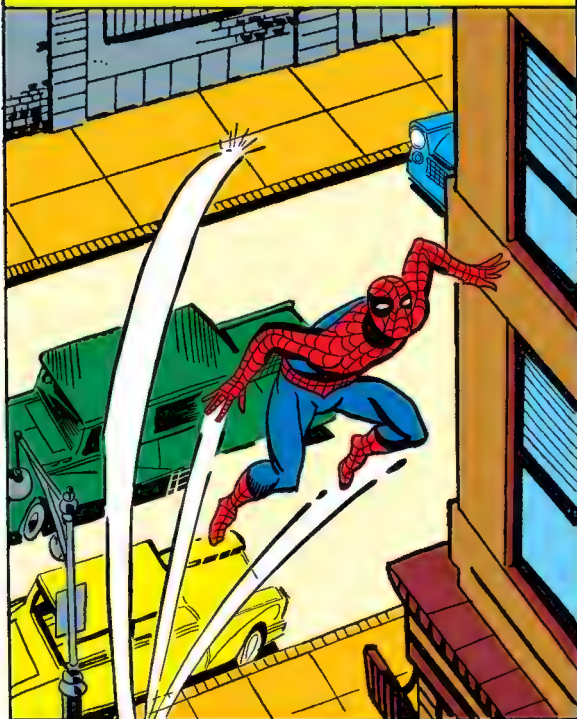
NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!



PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE:* SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!

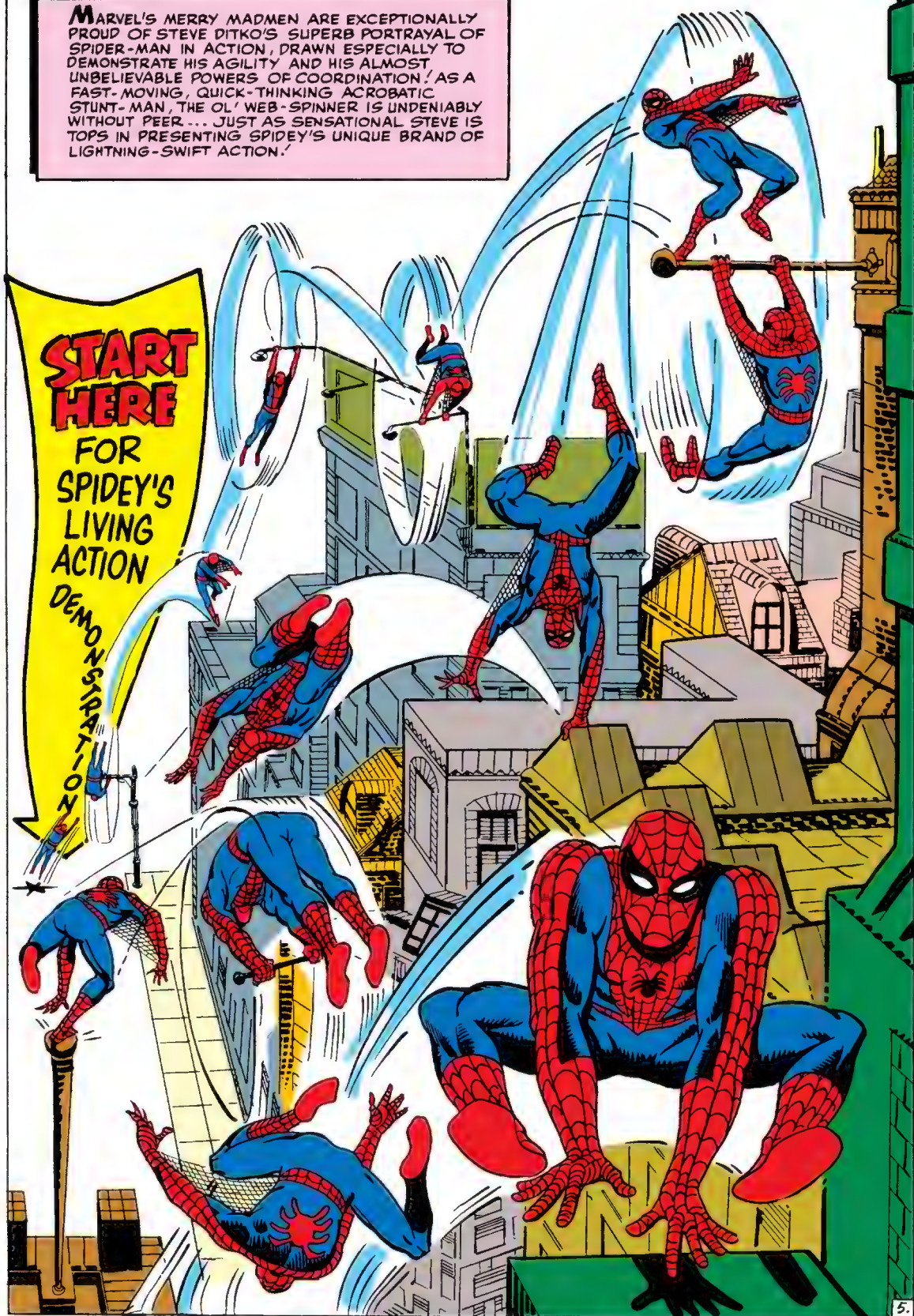


WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!



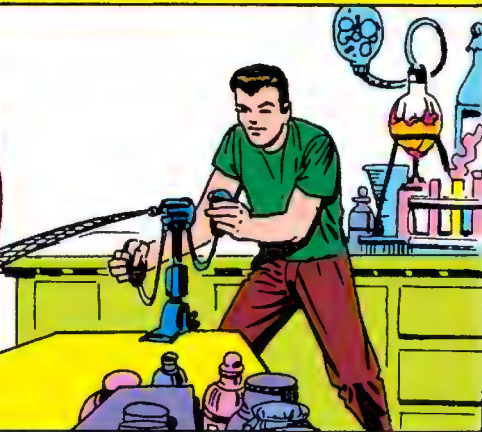
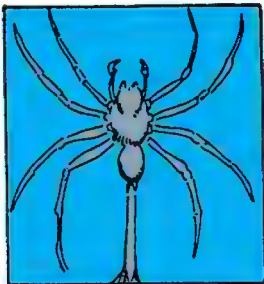
MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION. AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION.

**START
HERE**
FOR
SPIDEY'S
LIVING
ACTION
DEMONSTRATION



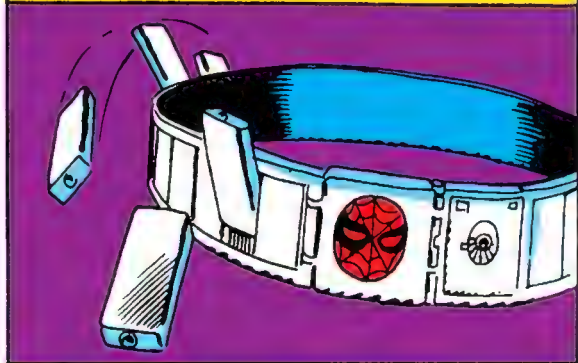
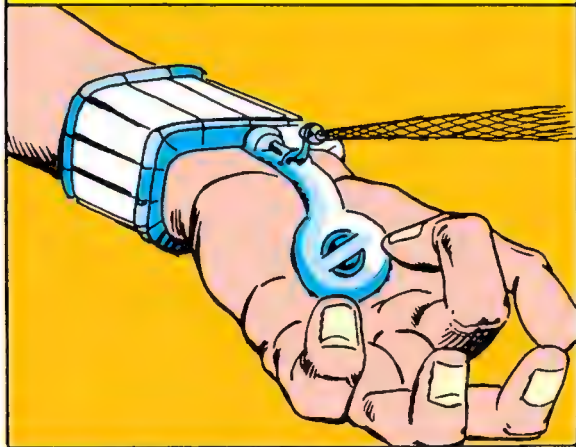
FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS. ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...

HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!



AS ANY SPIDER-MAN READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!

INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENUOUSLY DESIGNED UTILITY BELT!

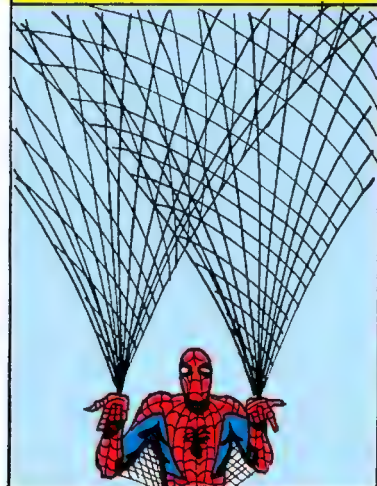


BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

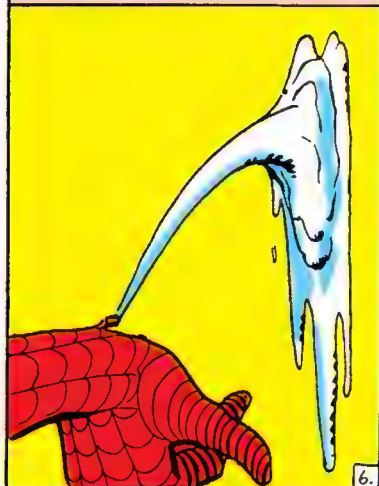
1. AS A THIN, INCREDIBLY STRONG LINE...



2. AS A FINE, QUICK-SPREADING SPRAY...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID....!

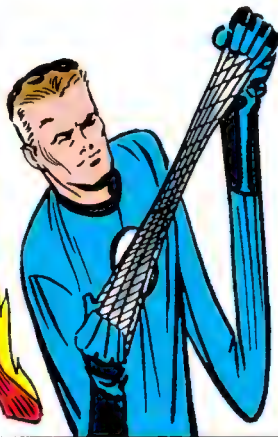
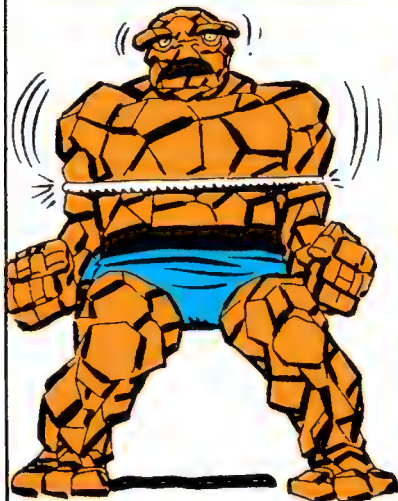


SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED *THING* A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE *HUMAN TORCH* UNDER NORMAL CONDITIONS!

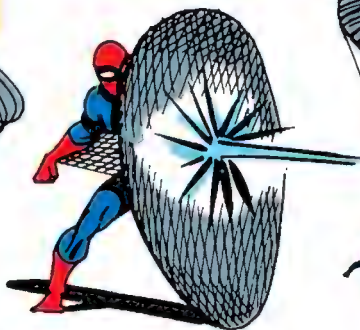
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CAN NOT COMPARE TO THAT OF *MR. FANTASTIC'S*!

AND, TO COMPLETE OUR COMPARISON WITH THE *FANTASTIC FOUR*, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE *INVISIBLE GIRL*!



HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

AS A SHIELD...



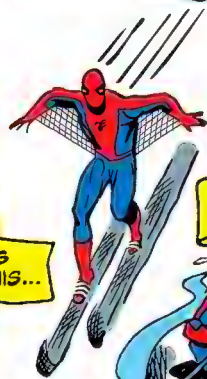
A PARACHUTE...



A SAFETY NET...



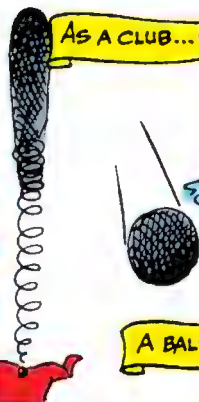
AS SKIS...



AS A RAFT...



AS A CLUB...

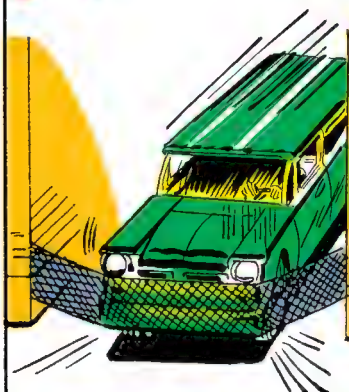


A BALL

OR PLAIN, SIMPLE STICKY GLUE!

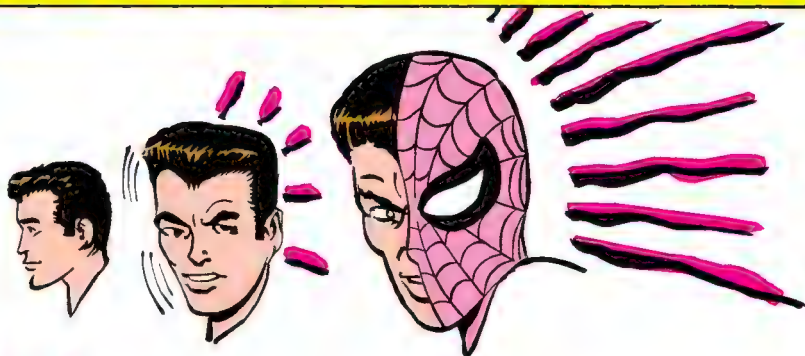


A BARRIER...



SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS DAREDEVIL HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



OR, SEE THIS EXAMPLE...



STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!

The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE. HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN. THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENIOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

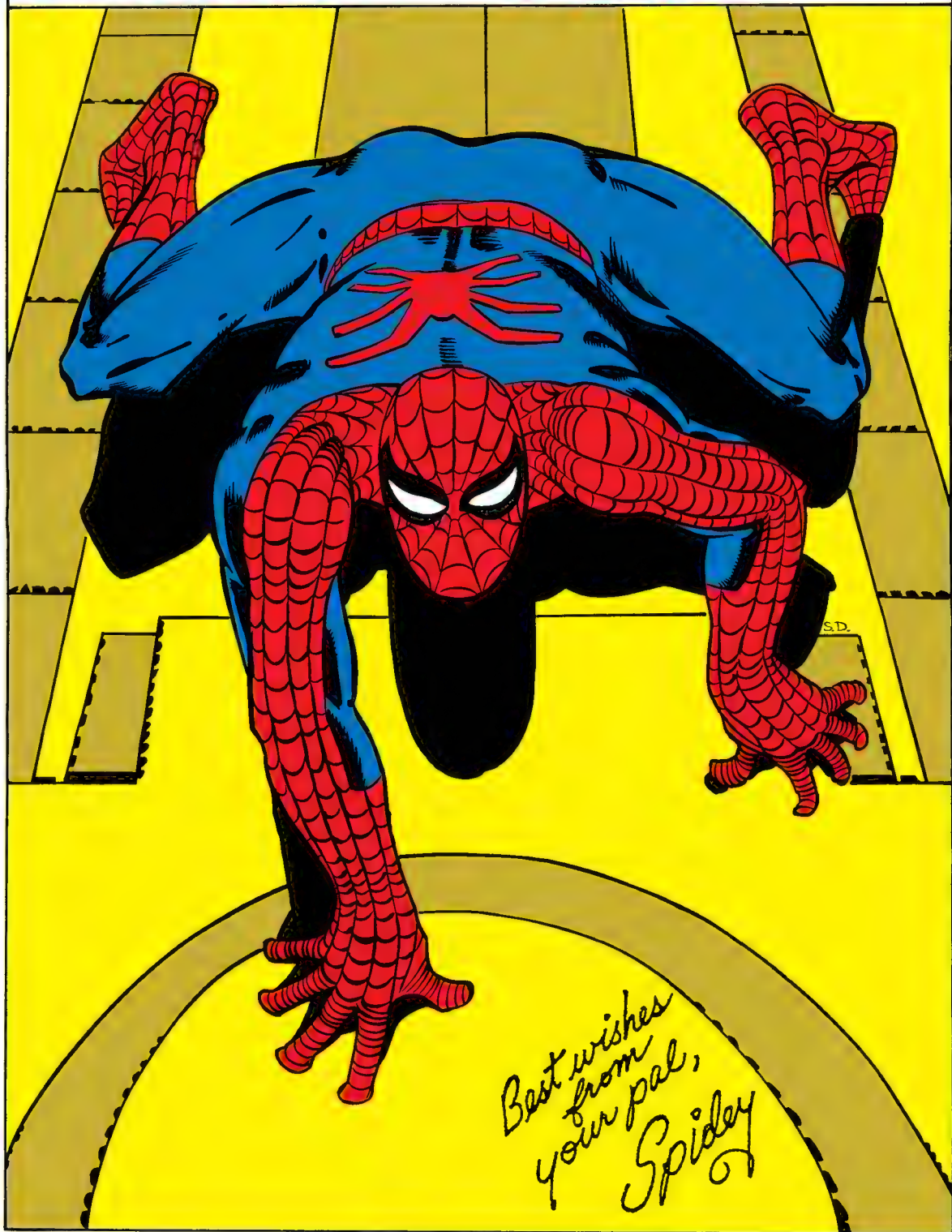
LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!

PETER PARKER AS.. SPIDER-MAN



PETER PARKER'S FAVORITE HEEL and Heart-Throb



PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS --

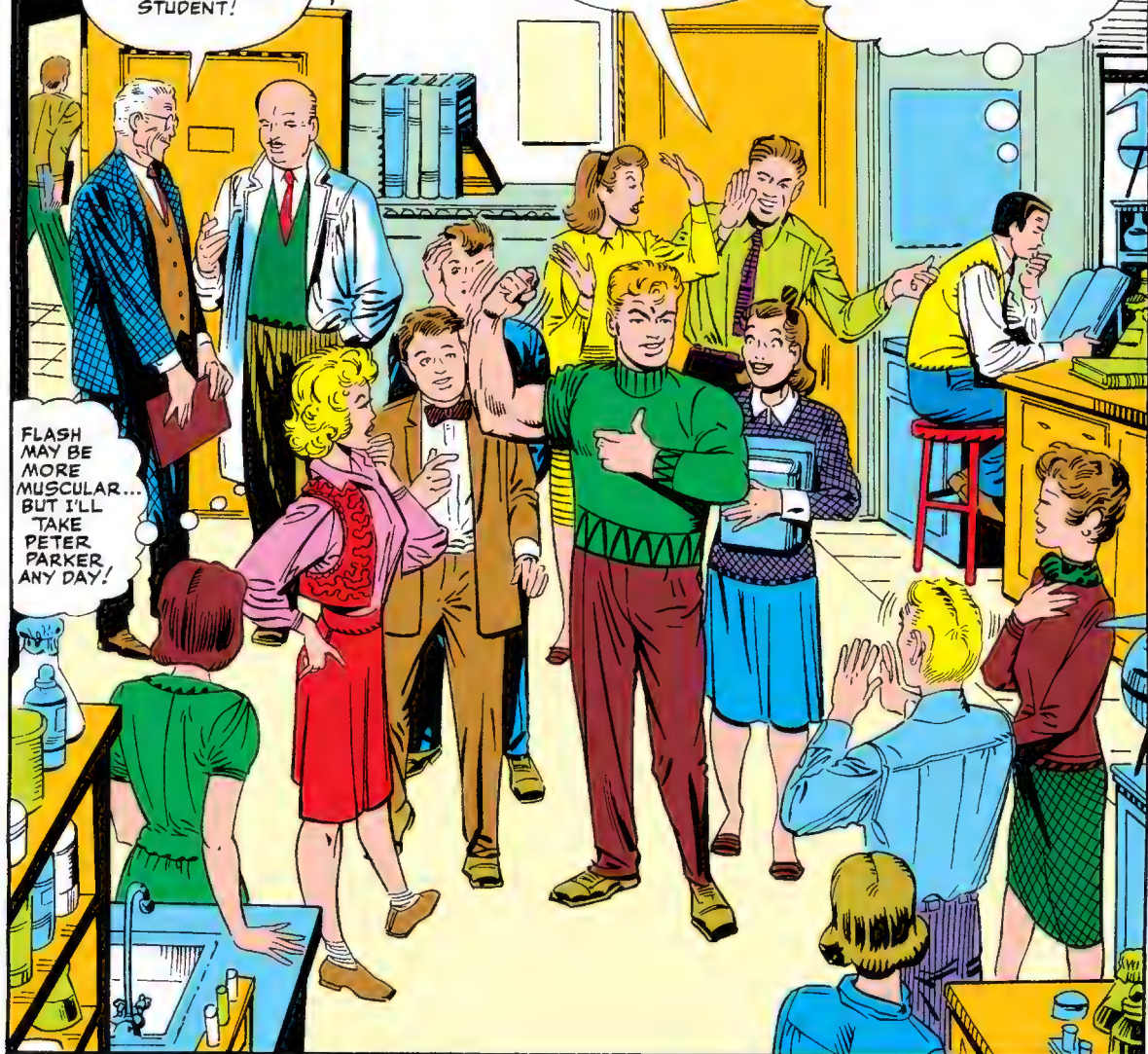
I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

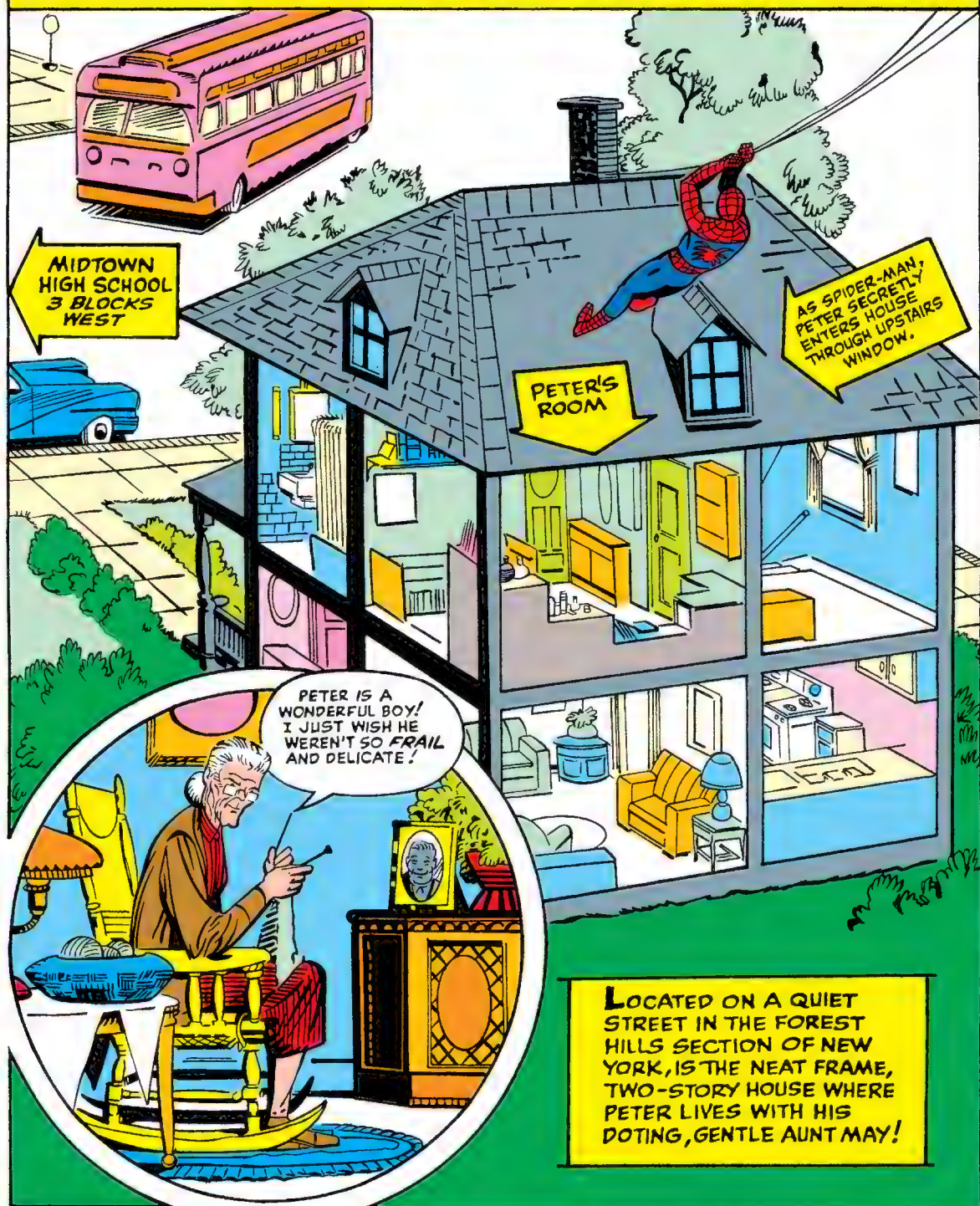
HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO ARE GOOD STUDENTS, THAN AREN'T!

FLASH MAY BE MORE MUSCULAR... BUT I'LL TAKE PETER PARKER ANY DAY!



PETER PARKER'S House



GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!



HOW STAN LEE *and* STEVE DITKO CREATE SPIDER-MAN!

ON THESE THREE PAGES, STAN AND STEVE REALLY UNWIND AND HAVE SOME FUN! WE HOPE *YOU'LL* ENJOY THIS FEATURETTE AS MUCH AS *THEY* ENJOYED DOING IT!



FOR SOME UNKNOWN REASON, INSPIRATIONS ONLY SEEM TO COME TO OL' STAN IN THE MIDDLE OF THE NIGHT...

HOWEE! WHAT AN IDEA FOR A SPIDER-MAN EPIC! VA VA VA VOOM!

I'D BETTER PHONE STEVE AND WAKE HIM RIGHT UP! HE WON'T MIND!

AND SO, A SHORT TIME LATER...

--HOW ABOUT THAT, STEVEY BOY??! AND JUST FOR KICKS, WE'LL DO **TWELVE** PANELS TO EACH PAGE!

WADDAYA MEAN **WE??** I DO THE DRAWING WHILE YOU PRACTICE SIGNING YOUR **NAME** ALL OVER!

LOOK, BUB! WHO GAVE YOU YOUR FIRST JOB? TAUGHT YOU HOW TO DRAW? BOUGHT YOU YOUR FIRST PAIR OF SHOES?

I DUNNO--**WHO?** IT SURE WASN'T **YOU**, LEE! I WAS A HAPPY MAN TILL WE TEAMED UP! **NOW**, EVEN MY **ULCERS** HAVE **ULCERS**!!

AFTER THE USUAL FRIENDLY STORY CONFERENCE, STAN GIVES STEVE THE SCRIPT AND THEN LEAVES TO HAVE A SIMILAR FIGHT WITH JACK KIRBY! MEANWHILE, STEVE BEGINS WORK ON THE NEW SPIDER-MAN TALE...

THERE'S A SCENE IN THE STORY INVOLVING THE STATUE OF LIBERTY! I'D BETTER GET SOME REFERENCE MATERIAL FOR MYSELF!

A FEW HOURS LATER, SUNNY STEVE GETS ANOTHER CHEERY CALL FROM STAN...

LEE, YOU'RE A **NUT!** HOW CAN THE STRIP BE TWO WEEKS **LATE** ALREADY?? YOU JUST **GAVE** IT TO ME THIS MORNING!!!

OH YEAH? WELL, THE SAME TO **YOU**!!

MILLIONS OF WRITERS IN THE BUSINESS, AND I HAVE TO TEAM UP WITH AN EAGER BEAVER!

OH WELL, I MIGHT AS WELL START **ROUGHING** IN THE FIRST PANEL...

THERE! THAT'S A PRETTY FAIR LAYOUT! NOW I'LL JUST IMPROVE THE PROPORTIONS A LITTLE!

OH **NO!** THAT CAN'T BE STAN **AGAIN??!**

BRINGG

NO-- I'M **NOT** FINISHED YET! I JUST **STARTED**!!

AWWWW, GO WRITE YOURSELF A **DICTIONARY**!

HOW COME YOU'RE ALWAYS CALLIN' **ME??** HASN'T **DICK AYERS** GOT A PHONE??

FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

PTUI! IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES **SHUT!**

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!



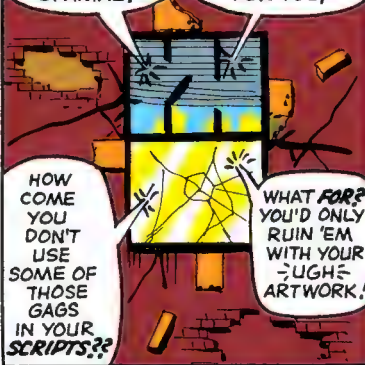
AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND SAM CAN WRITE BETTER THAN YOU-- AND HE'S A COCKER SPANIAL!

AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR **INKING** FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR **SCRIPTS??**

WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR **UGH=ARTWORK!**



BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED, THEN, WHEN STEVE GETS IT BACK...

HELLO, OPERATOR? IF I GET ANY CALLS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN **DRAFTED!**

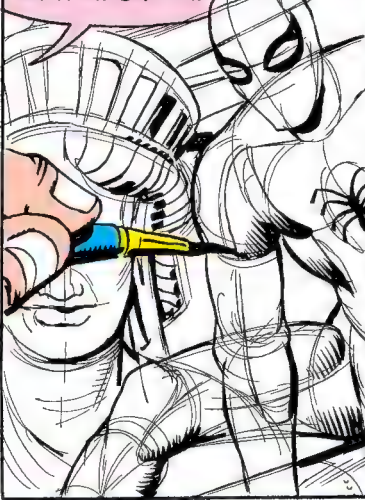
NOW MAYBE I'LL GET THIS STRIP INKED IN PEACE!



STAN'S PROBABLY WRITTEN **THE AVENGERS** AND **THE X-MEN** BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!



NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...



THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

OH NO!! I FORGOT TO DRAW SPIDEY'S **WEBBING!**

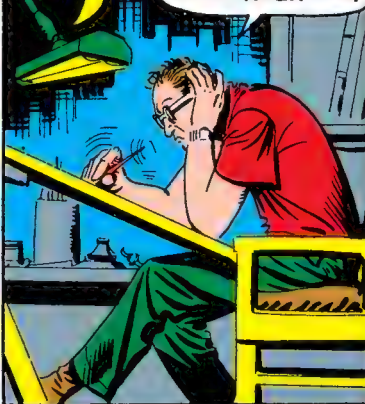


IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY **STILL** WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!



FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...

~WHWEH~ FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE **WEEK** NOW!



BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...

WOWEE! ANOTHER IDEA! **THIS** ONE'S BETTER THAN THE LAST!

WON'T STEVERINO BE **HAPPY!** I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!



NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE **SPIDEY** TELL HOW HE CREATED STAN AND STEVE!



MARVEL
COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
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IND.
AUTHORITY

16
SEPT.

"SPIDEY BATTLES
DAREDEVIL!"

FEATURING:
THE EERIE
MENACE OF
THE
RINGMASTER
!!



WARNING!! IF YOU DON'T SAY THIS IS ONE OF
THE GREATEST ISSUES YOU'VE EVER READ, WE
MAY NEVER TALK TO YOU AGAIN!



"DUEL WITH DAREDEVIL"

Also FEATURING THE UNIQUE VILLAINY OF
THE RINGMASTER and CIRCUS
His OF CRIME



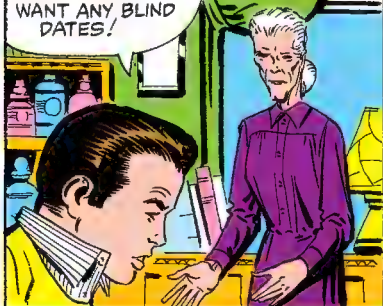
ACTION!
Thrills!
SUSPENSE!
ALL ON THE INSIDE!

Written by: **STAN LEE**
MASTER OF THE SPOKEN WORD
Illustrated by: **STEVE DITKO**
DEAN OF DRAMATIC DRAWINGS
Lettered by: **S. ROSEN**
SULTAN OF SPARKLING SPELLING

A TEEN-AGER'S LIFE IS FILLED WITH UPS AND DOWNS! THIS IS ONE OF THE **DOWN** PERIODS FOR YOUNG PETER PARKER, AS HIS WELL-MEANING AUNT TALKS ON, AND ON, AND ON...

BUT WHY **WON'T** YOU CALL MARY JANE WATSON?? I'M SURE YOU'D **LIKE** HER IF YOU DATED HER!

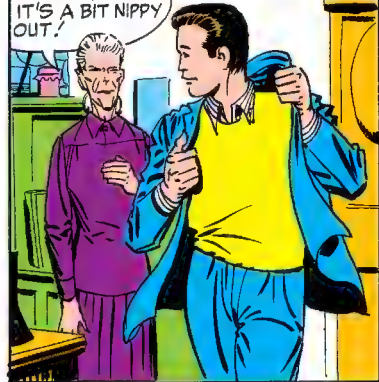
BUT I'VE GOT A GIRL FRIEND, AUNT MAY! I DON'T WANT ANY BLIND DATES!



BUT MRS. WATSON IS **SUCH** A GOOD FRIEND OF MINE! AND HER NIECE, MARY JANE, WOULD JUST **LOVE** TO MEET YOU! AND YOU'RE NOT REALLY **ENGAGED**, OR ANYTHING.



I'M NOT GETTING ANY STUDYING DONE! I MIGHT AS WELL GO OUT!
I'LL BE BACK LATER, AUNT MAY! I'M GOING OUT FOR SOME AIR!



FIVE MINUTES LATER, IF DOTING AUNT MAY HAD HAPPENED TO GLANCE SKYWARD, SHE'D SEE THE MOST COLORFUL, MOST DRAMATIC, MOST EXCITING OF ALL SUPER-HEROES SWINGING THROUGH THE SKY... NOT FEELING THE NIP IN THE AIR ONE SINGLE BIT!



GOOD OL' AUNT MAY! SHE MEANS WELL, BLESS HER... BUT SOMETIMES I THINK I'LL POP MY CORK IF I CAN'T GET AWAY FROM HER NAGGING!

AFTER LONG, RELAXING MINUTES OF EFFORTLESSLY PROPELLING HIMSELF FROM ROOFTOP TO ROOFTOP, **SPIDER-MAN** COMES TO A SUDDEN HALT... HIS KEEN EYES SPOTTING TROUBLE BELOW...



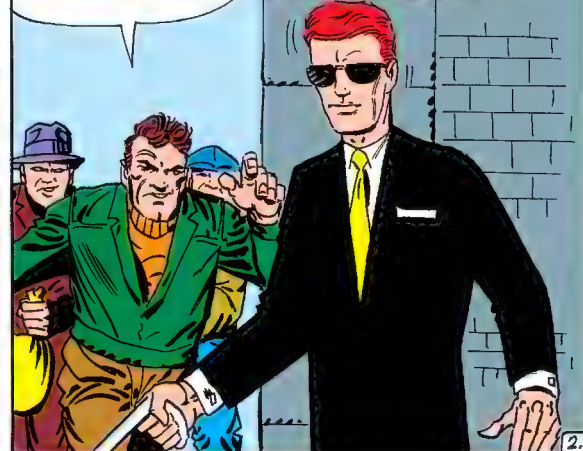
WELL, WELL! IT LOOKS AS THOUGH THIS EVENING WON'T BE A TOTAL WASTE, AFTER ALL!

FOUR SHADY-LOOKING CHARACTERS, RACING OUT OF THE REAR OF THAT STORE... CARRYING MONEY BAGS! JUST WHAT I NEED TO SNAP MYSELF OUT OF THE DOLDRUMS!

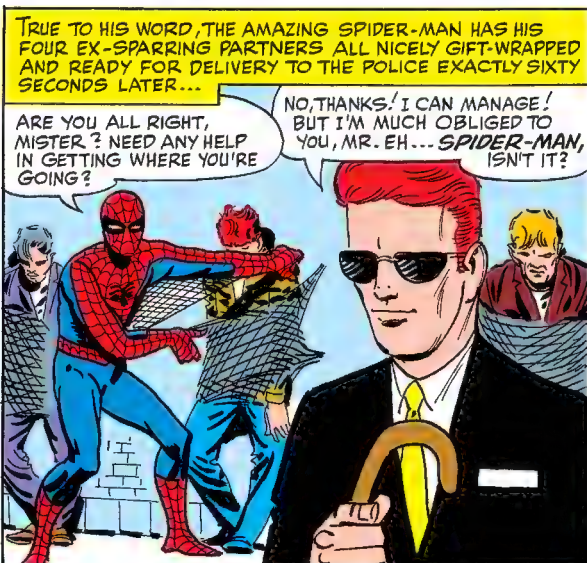


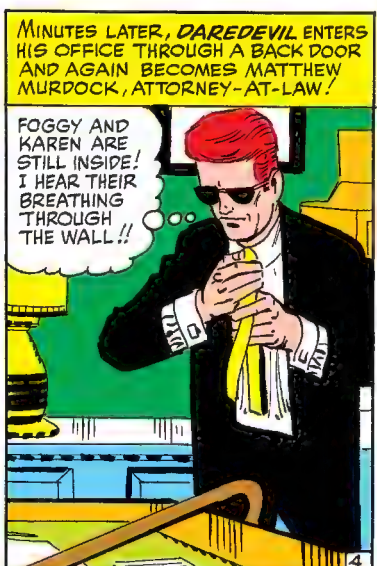
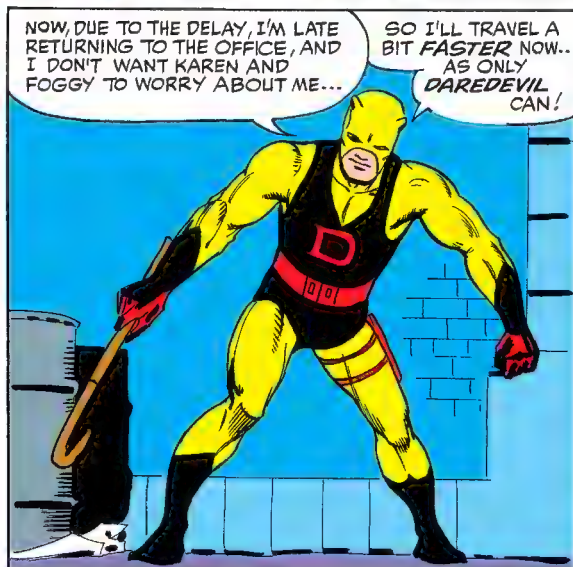
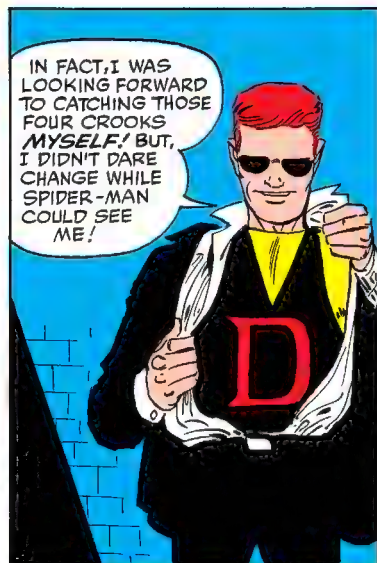
STEP ON IT! THE BURGLAR ALARM WENT OFF! THE COPS'LL BE AFTER US SOON!

LOOK! A BLIND MAN! HE MIGHT HAVE HEARD OUR VOICES! WE CAN'T LEAVE HIM HERE TO IDENTIFY US LATER!



UH-OH! THAT INNOCENT BYSTANDER IS IN FOR TROUBLE! BUT... NOT FOR LONG!





AND THEN...

OH, MR. MURDOCK! WE DIDN'T HEAR YOU COME IN! WE'VE BEEN WAITING FOR YOU!

I'M TAKING KAREN TO THE CIRCUS TOMORROW, MATT... AND WE WONDERED IF YOU'D LIKE TO JOIN US!

THE CIRCUS?

NO, THANKS, FOGGY! YOU TWO GO ALONE AND ENJOY YOURSELVES! I HAVE QUITE A BIT OF UNFINISHED WORK TO CATCH UP ON TOMORROW!

BUT, MR. MURDOCK... YOU WORK SO HARD! YOU NEED SOME RELAXATION!

KAREN'S RIGHT, MATT! YOU MUSTN'T ALLOW YOUR HANDICAP TO MAKE YOU A RECLUSE! YOU CAN'T WORK ALL THE TIME!

I DARE NOT TELL THEM THE TRUTH... THAT I DON'T TRUST MY FEELINGS FOR KAREN... IT'S BETTER THAT I DON'T SEE HER SOCIALLY!

BUT NOW LET US LEAVE THE LAW OFFICES OF FRANKLIN "FOGGY" NELSON AND MATTHEW MURDOCK, AND TURN OUR ATTENTION TO NEW YORK'S BIGGEST ARENA, THE NEXT DAY, WHERE WE FIND...

KEEP REHEARSING! EVERYTHING MUST BE PERFECT TONIGHT! FOR THIS WILL BE OUR GREATEST "SHOW"!

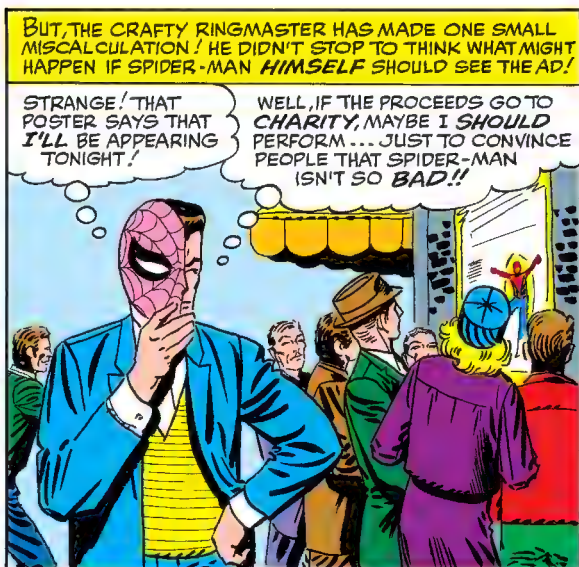
NEVER BEFORE HAS SUCH A DARING CRIME BEEN ATTEMPTED IN THE HEART OF A BIG CITY!

EVER SINCE THE HULK DEFEATED ME MONTHS AGO,* I'VE PLANNED THIS ONE SPECTACULAR PERFORMANCE... TO OUTDO ANYTHING WE'VE EVER DONE IN THE PAST!!

BRING ME THE NEWSPAPERS, THE ADS, THE POSTERS! I WANT TO CHECK THEM! WE MUST MAKE SURE WE PLAY TO A SELL-OUT AUDIENCE TONIGHT!

HERE THEY ARE, RINGMASTER! EVERYTHING IS THE WAY YOU WANT IT!

*FROM THE HULK MAGAZINE (NOW DISCONTINUED) ISSUE #3



AND, AT THE LAW OFFICES OF NELSON AND MURDOCK, WE FIND ...

SAY! LISTEN TO THIS... SPIDER-MAN WILL BE PERFORMING AT THE CIRCUS TONIGHT!

SPIDER-MAN, EH? THAT SHOULD BE MIGHTY INTERESTING!

ON SECOND THOUGHT, PERHAPS I *WILL* GO WITH YOU TWO! IT SOUNDS LIKE FUN!

OH, THAT'S WONDERFUL!!

A SHORT TIME LATER, JUST BEFORE THE SHOW BEGINS...

WE'LL EXPLAIN EVERYTHING THAT HAPPENS, MATT... SO YOU WON'T MISS A *THING*!

I APPRECIATE THAT, FOGGY!

EVEN THOUGH I'LL BE ABLE TO *SENSE* ALL THE DEVELOPMENTS A LOT CLEARER THAN YOU CAN *SEE* THEM!

HMM... THAT'S THE BLIND MAN I HELPED LAST NIGHT! I WONDER WHY MY SPIDER SENSE TINGLES SO WHEN HE'S NEAR??

OH, WELL, MAYBE I ONLY *IMAGINED* IT! HE CERTAINLY CAN'T PRESENT ANY SORT OF THREAT TO ME!

I THINK I'M GONNA ENJOY THIS! I ALWAYS WANTED TO BE A CIRCUS STAR... AND WITH MY SPIDER POWERS I OUGHTTA BE A SMASH SENSATION!!

ANYWAY IT'S NICE TO BE ABLE TO DO SOMETHING FOR CHARITY!

THE HOUSE IS FILLIN' UP GOOD, BOSS! WE'LL SOON BE *RICH*!

THE FOOLS HAVE COME TO SEE SPIDER-MAN! BUT, THEY'LL GET A FAR DIFFERENT KIND OF SHOW INSTEAD!

KEEP THE ENTERTAINMENT GOING UNTIL THE PLACE IS FILLED! I DON'T WANT ANYONE TO GET SUSPICIOUS!

AND, AS THE MINUTES DRAG ON, THE AUDIENCE GROWS MORE AND MORE IMPATIENT...

WE WANT SPIDER-MAN! WE WANT SPIDER-MAN!

SPIDER-MAN IS UP ABOVE THE TENT! I CAN DETECT HIS UNUSUALLY STRONG PULSE-RATE UP THERE!

IF THERE'S ANYTHING YOU WANT US TO DESCRIBE, MATT... JUST SAY SO!

BRING ON SPIDER-MAN! WE WANT SPIDER-MAN!



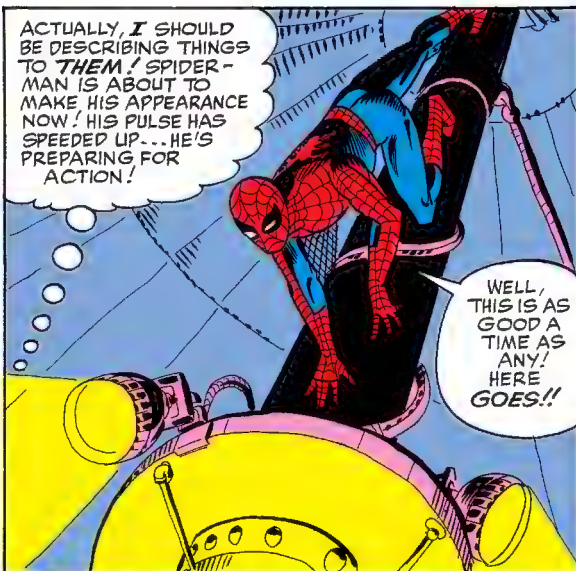
I WISH THE RINGMASTER WOULD GIVE US THE SIGNAL! I'M GETTIN' JITTERY! WHAT IF SOMETHIN' GOES WRONG??

LOOK! UP THERE! HE DID SHOW UP! IT'S SPIDER-MAN!!!



ACTUALLY, I SHOULD BE DESCRIBING THINGS TO THEM! SPIDER-MAN IS ABOUT TO MAKE HIS APPEARANCE NOW! HIS PULSE HAS SPEEDED UP... HE'S PREPARING FOR ACTION!

WELL, THIS IS AS GOOD A TIME AS ANY! HERE GOES!!



YAY, SPIDER-MAN!!

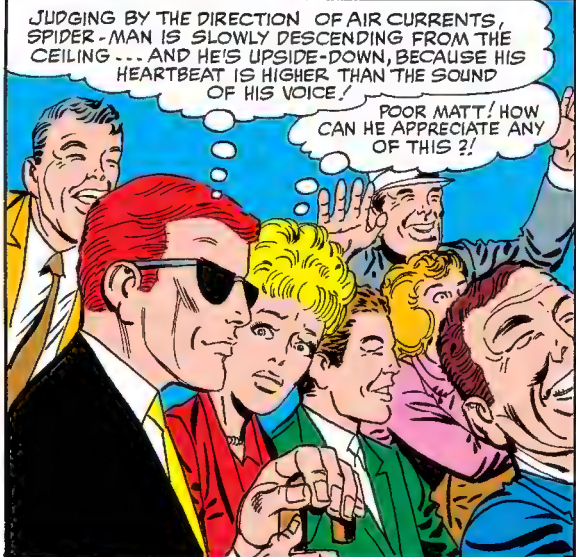
LISTEN TO 'EM CHEER! I GUESS I'M NOT AS UNPOPULAR AS I USED TO THINK!

HOWDY, FOLKS!



JUDGING BY THE DIRECTION OF AIR CURRENTS, SPIDER-MAN IS SLOWLY DESCENDING FROM THE CEILING... AND HE'S UPSIDE-DOWN, BECAUSE HIS HEARTBEAT IS HIGHER THAN THE SOUND OF HIS VOICE!

POOR MATT! HOW CAN HE APPRECIATE ANY OF THIS?!



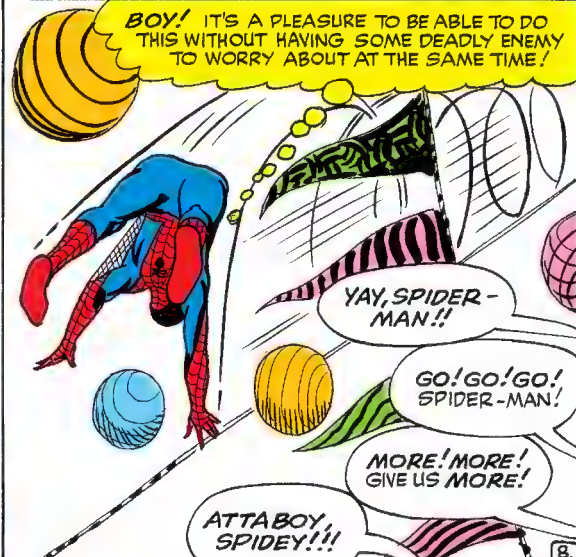
BOY! IT'S A PLEASURE TO BE ABLE TO DO THIS WITHOUT HAVING SOME DEADLY ENEMY TO WORRY ABOUT AT THE SAME TIME!

YAY, SPIDER-MAN!!

GO! GO! GO! SPIDER-MAN!

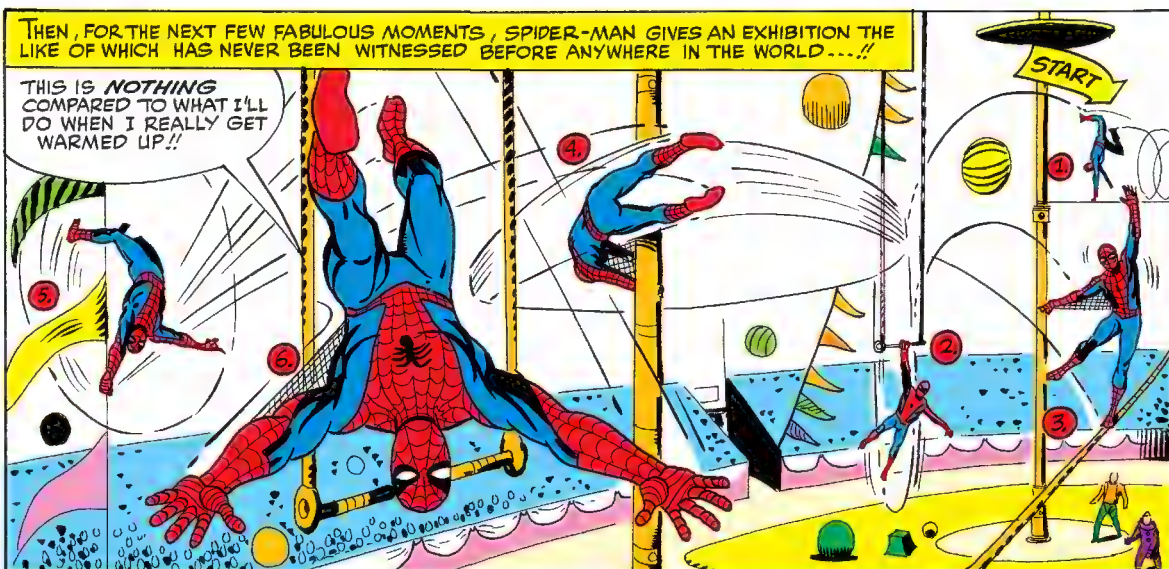
MORE! MORE! GIVE US MORE!

ATTABOY SPIDEY!!!



THEN, FOR THE NEXT FEW FABULOUS MOMENTS, SPIDER-MAN GIVES AN EXHIBITION THE LIKE OF WHICH HAS NEVER BEEN WITNESSED BEFORE ANYWHERE IN THE WORLD....!!

THIS IS *NOTHING* COMPARED TO WHAT I'LL DO WHEN I REALLY GET WARMED UP!!



I NEVER THOUGHT HE'D *REALLY* SHOW UP!! BUT, THERE'S NO REASON TO LET HIM INTERFERE WITH MY PLANS! EVEN *SPIDER-MAN* CANNOT STOP ME!



WOW! THIS IS THE GREATEST ACT I'VE EVER SEEN!

HE MUST DO IT WITH *MIRRORS!*

THAT GUY'S THE MOST!



THE TIME HAS COME! THE ARENA IS PACKED! NOBODY SUSPECTS A THING!

LET'S GO!! YOU ALL KNOW WHAT TO DO! THERE MUST BE NO SLIP-UPS!!



THAT MUST BE THE *RINGMASTER* DOWN THERE! I DIDN'T SEE HIM BEFORE!

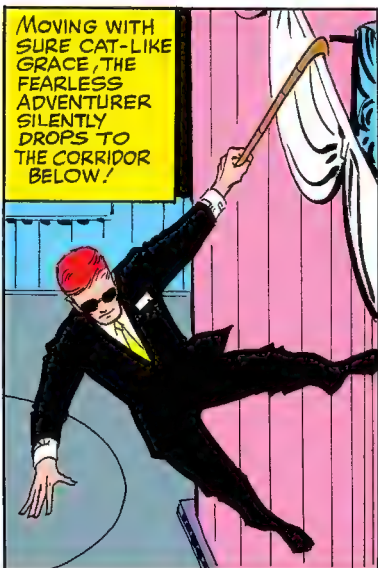
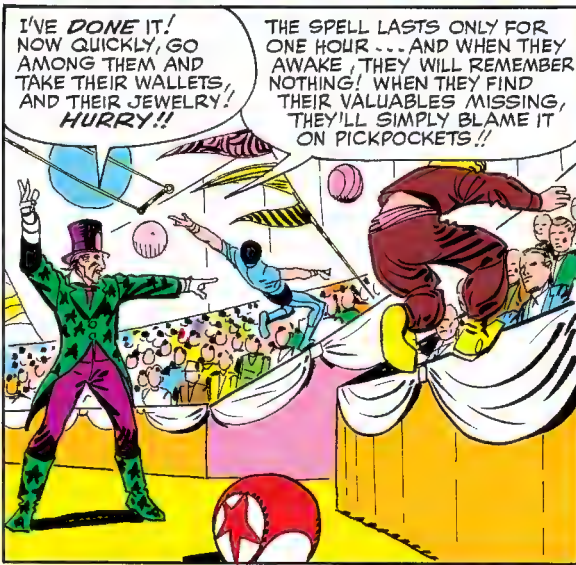
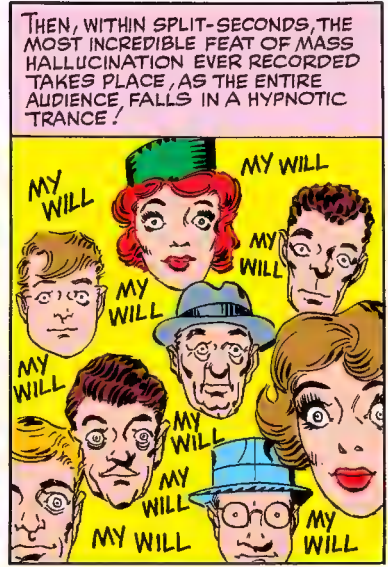
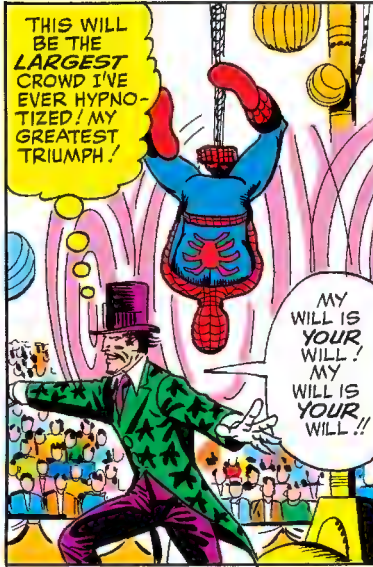
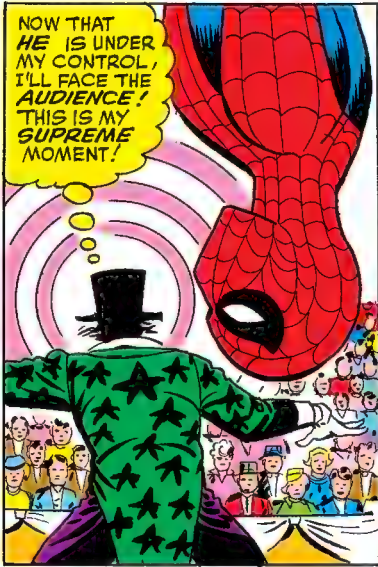


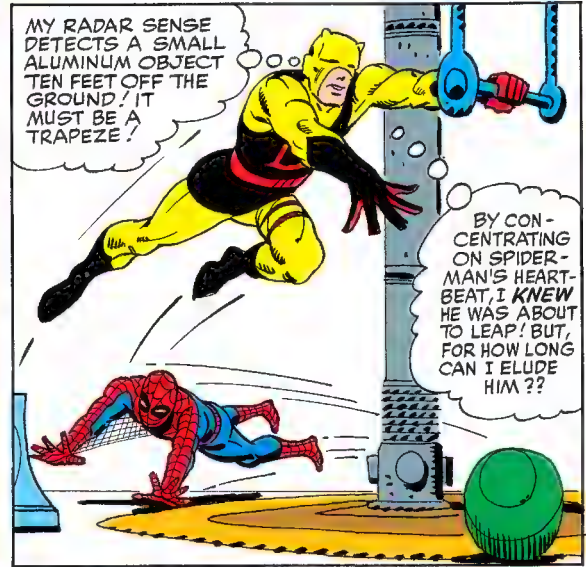
I WONDER WHY HE'S STANDING AND *WAVING* LIKE THAT ?? WHAT'S HE TRYIN' TO DO, CRAB MY ACT ??

THOSE SWIRLING CIRCLES ON HIS HAT! THEY'RE MAKING ME DIZZY... DIZZY...

I AM THE *RING-MASTER!* MY WILL IS *YOUR* WILL! MY WILL IS *YOUR* WILL!!







AND SO, THE TWO MASKED ADVENTURERS BEGIN THEIR BATTLE... A BATTLE CAUSED BY THE RUTHLESS POWER OF THE **RINGMASTER!**

DAREDEVIL IS MUCH FASTER THAN I WOULD HAVE GUESSED!

HIS STRENGTH IS ASTOUNDING!! IT'S MANY TIMES THAT OF A NORMAL MAN!



I CAN'T POSSIBLY MATCH HIS OWN SUPERHUMAN STRENGTH! MY ONLY CHANCE IS TO **OUT-THINK HIM!!**

I HAVE SAVED THE RINGMASTER... AS HE COMMANDED!



STILL IN A HYPNOTIC TRANCE, NOT ACTING UNDER HIS OWN WILL, SPIDEY WAITS FOR FURTHER ORDERS AFTER HE HAS DONE WHAT HE WAS TOLD TO...

DON'T STOP, YOU FOOL! DAREDEVIL ISN'T BEATEN YET!!

LUCKY FOR ME SPIDER-MAN CAN'T THINK FOR HIMSELF!



THE ADVANTAGE IS **MINE** WHILE HE'S MOVING UNDER A HYPNOTIC SPELL!

AFTER HIM! DAREDEVIL MUST BE DEFEATED!!

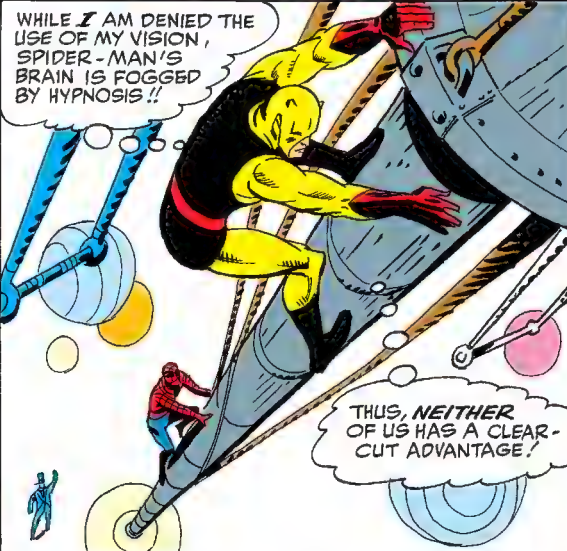
DAREDEVIL MUST BE DEFEATED!

THIS POLE MUST LEAD TO THE TRAPEZE PLATFORM! I'LL HAVE ROOM TO MANEUVER UP THERE!



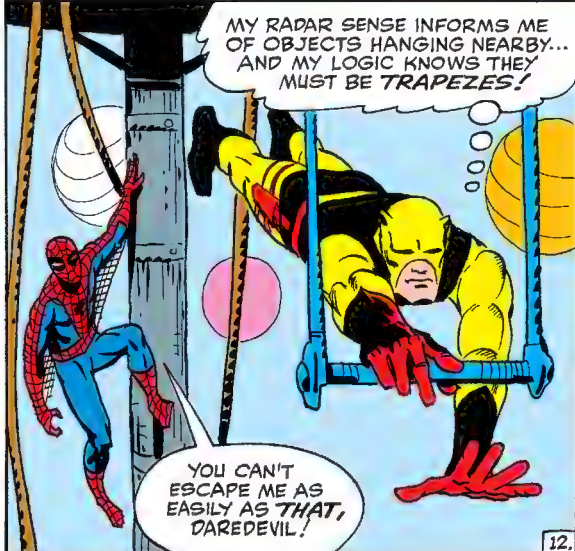
WHILE I AM DENIED THE USE OF MY VISION, SPIDER-MAN'S BRAIN IS FOGGED BY HYPNOSIS!!

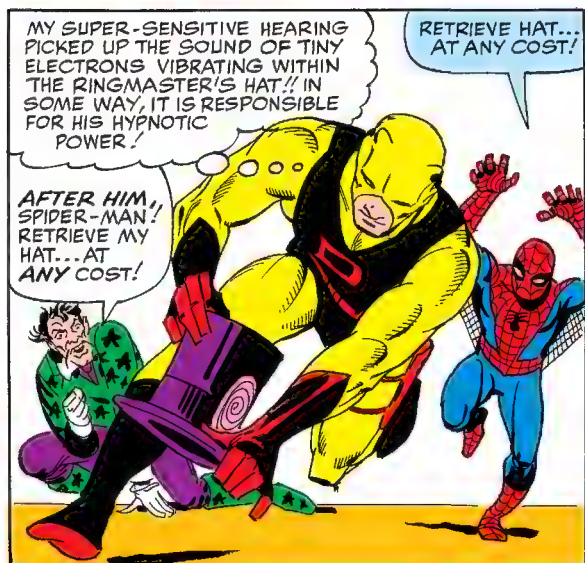
THUS, NEITHER OF US HAS A CLEAR-CUT ADVANTAGE!

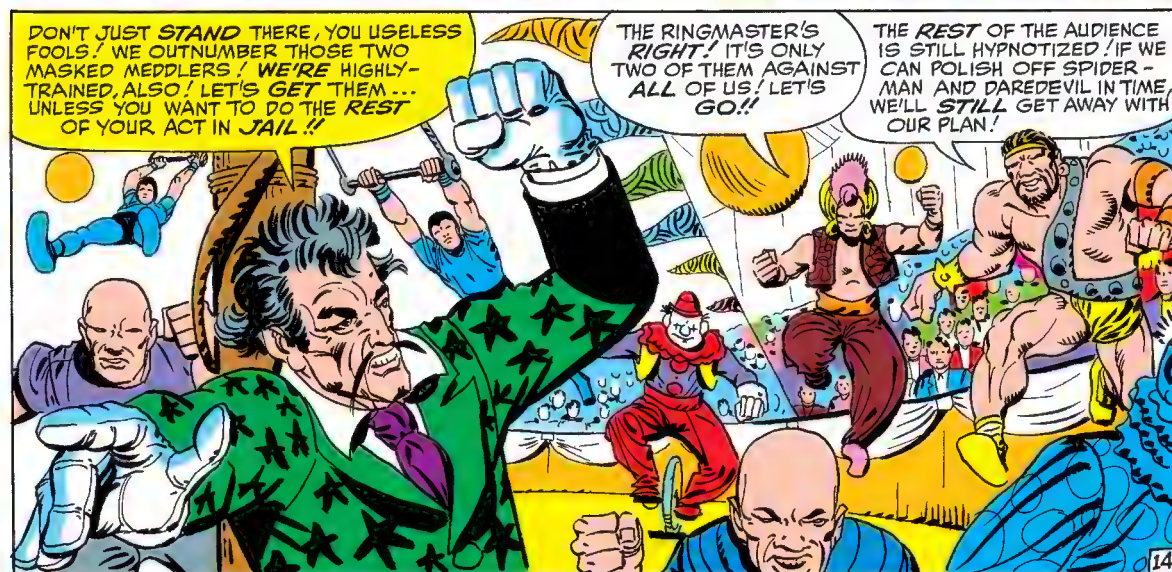
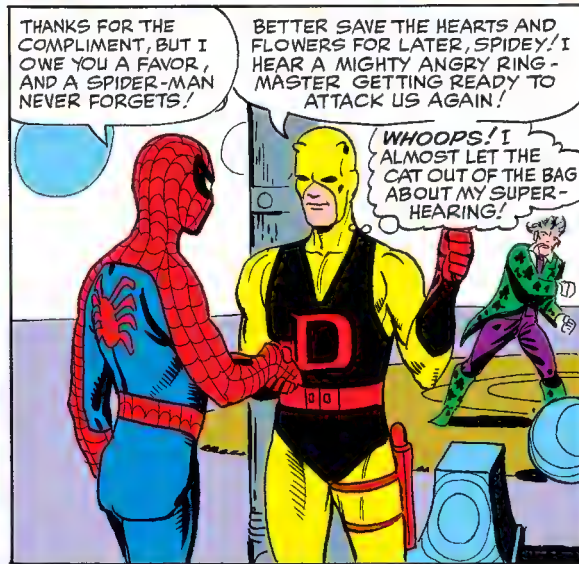
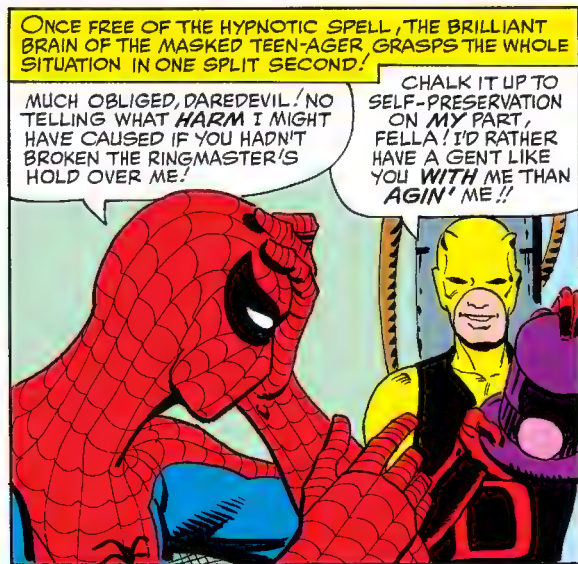
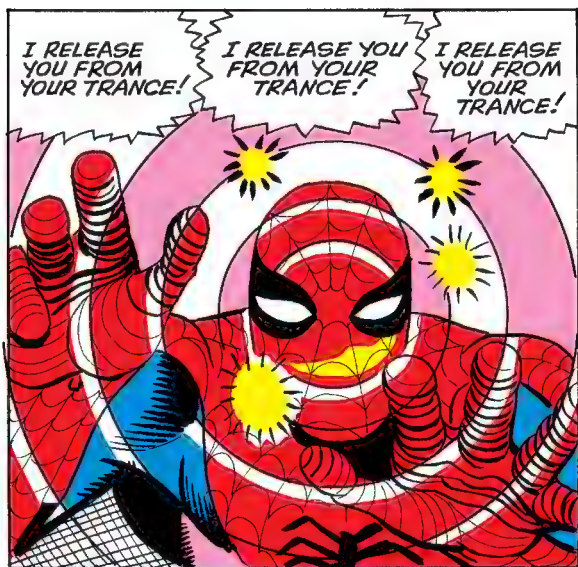


MY RADAR SENSE INFORMS ME OF OBJECTS HANGING NEARBY... AND MY LOGIC KNOWS THEY MUST BE **TRAPEZES!**

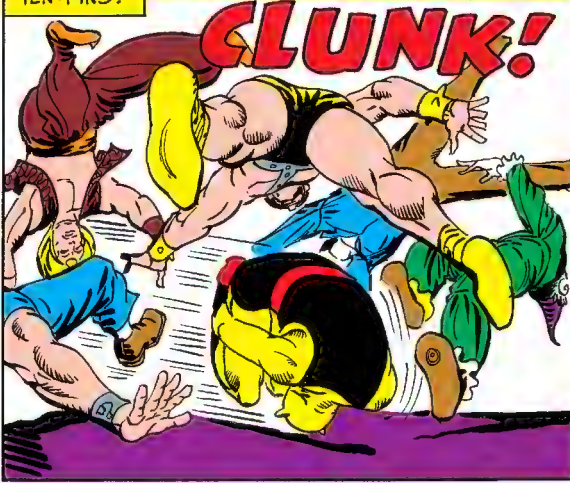
YOU CAN'T ESCAPE ME AS EASILY AS THAT, DAREDEVIL!



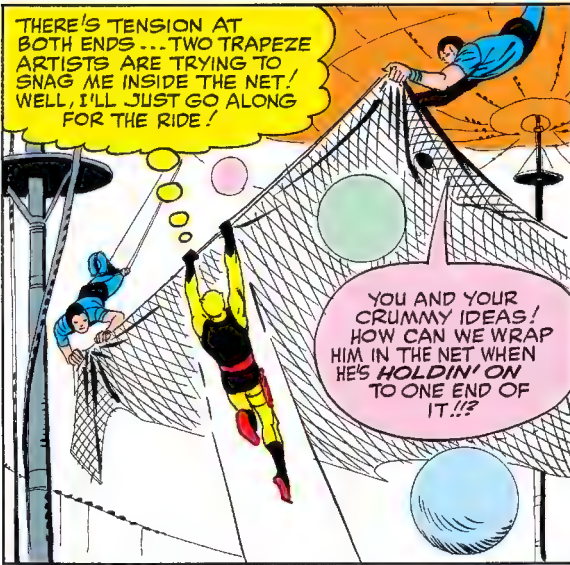




SUDDENLY, THE SIGHTLESS DAREDEVIL CLUTCHES HIS KNEES, AND IN ONE LIGHTNING-LIKE MANEUVER, SCATTERS THE TIGHTLY BUNCHED PERFORMERS LIKE TEN-PINS!



THERE'S TENSION AT BOTH ENDS... TWO TRAPEZE ARTISTS ARE TRYING TO SNAG ME INSIDE THE NET! WELL, I'LL JUST GO ALONG FOR THE RIDE!

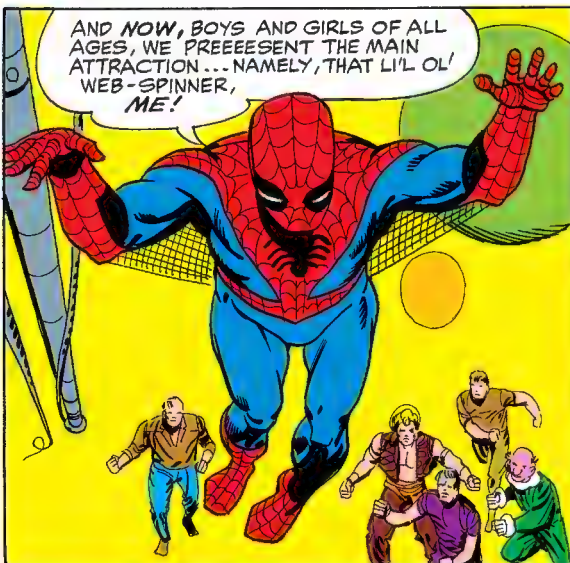


DAREDEVIL!! YOU'VE DONE YOUR SHARE! IT'S MY FIGHT NOW! C'MON DOWN!!

OKAY, SPIDEY, THEY'RE ALL YOURS!! BUT IF YOU NEED ME, JUST WIGGLE YOUR WEB, FELLA!



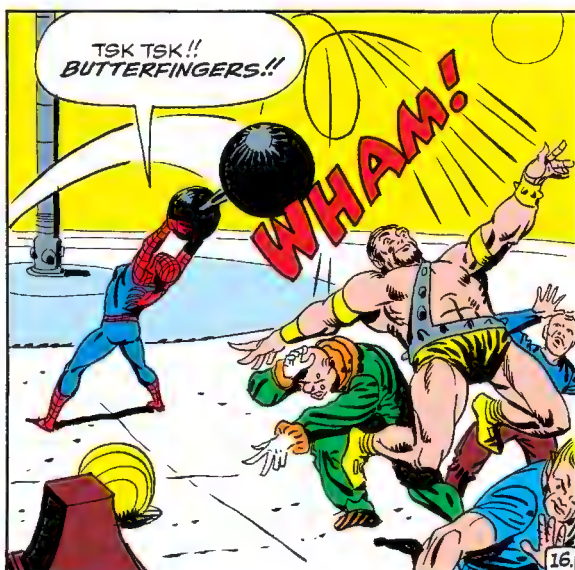
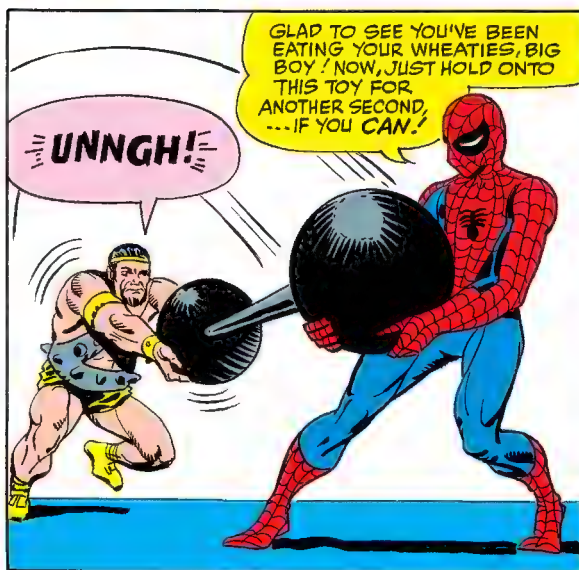
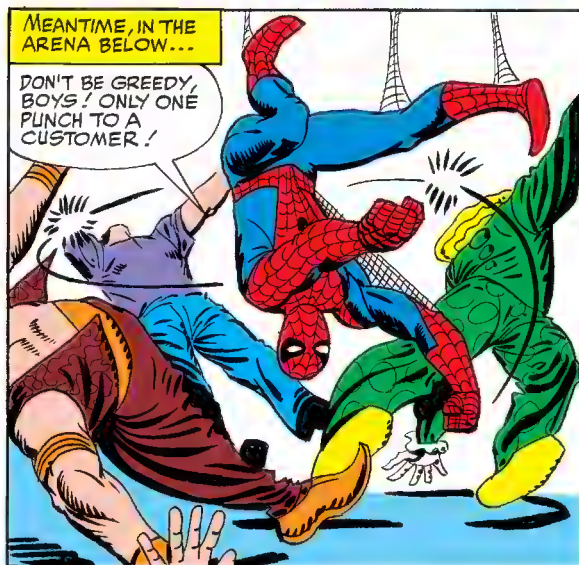
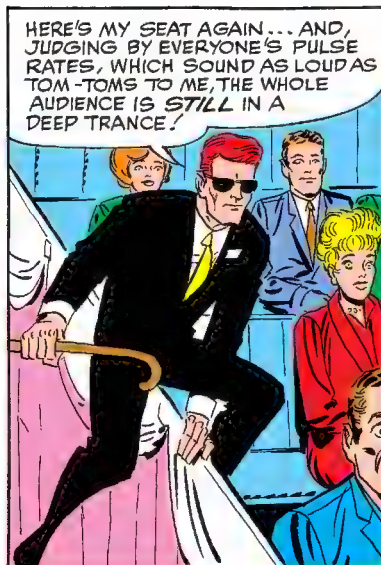
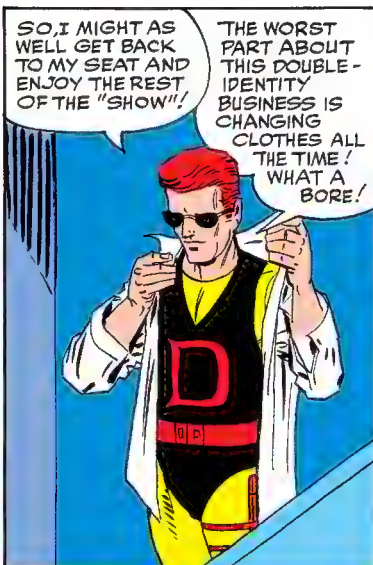
AND NOW, BOYS AND GIRLS OF ALL AGES, WE PREEESENT THE MAIN ATTRACTION... NAMELY, THAT LI'L OL' WEB-SPINNER, ME!

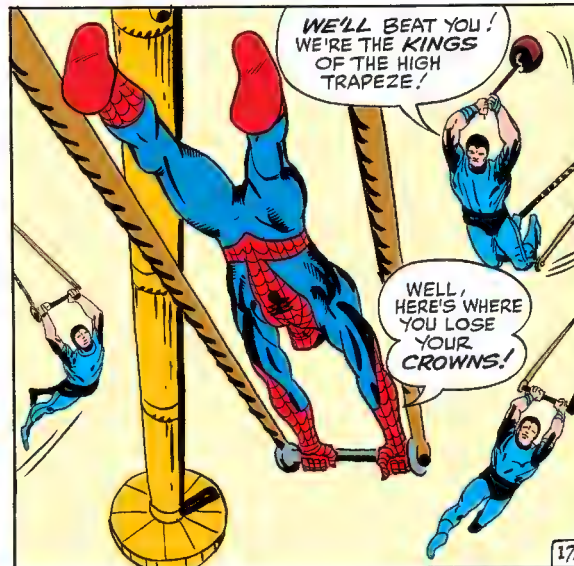
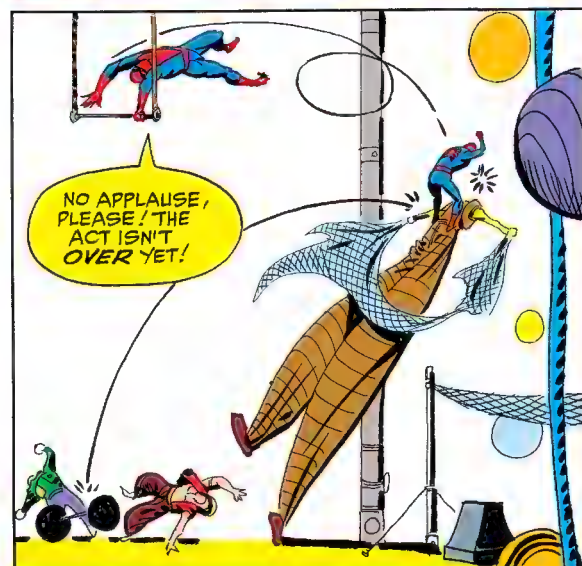
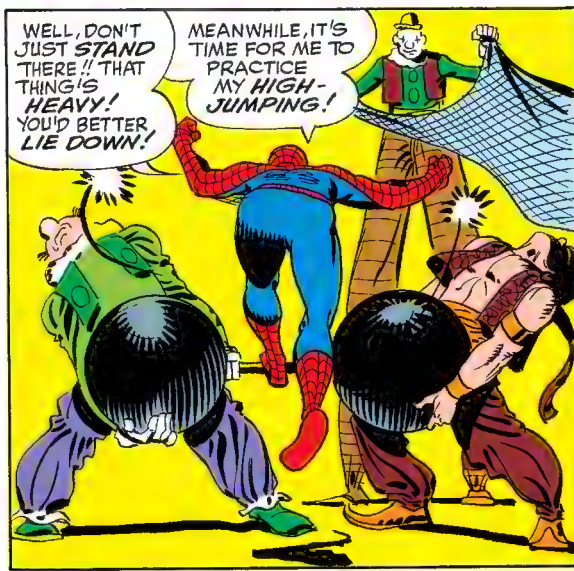
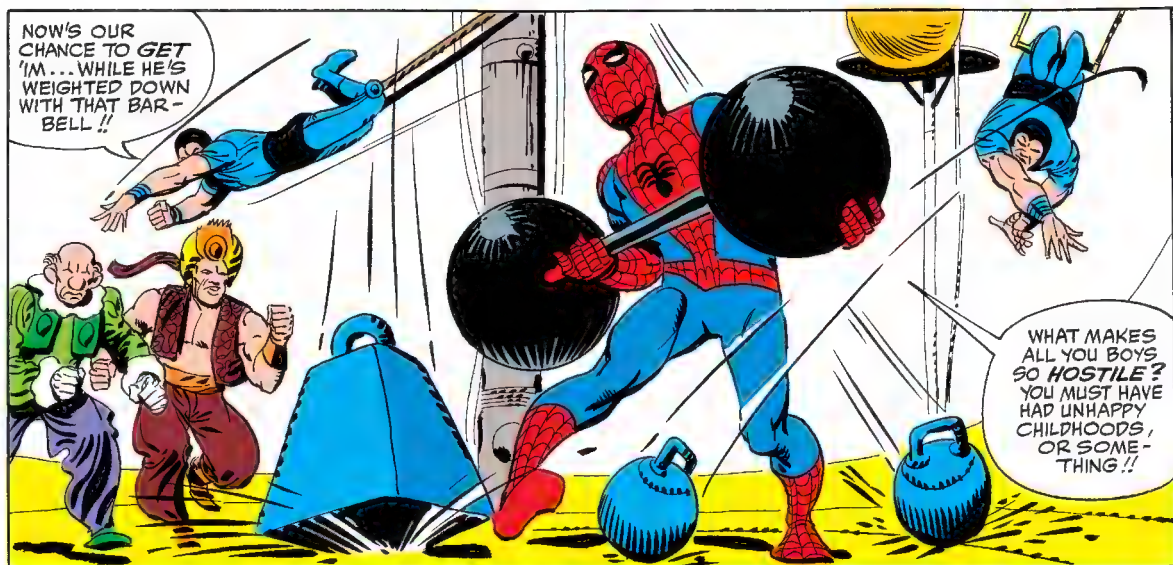


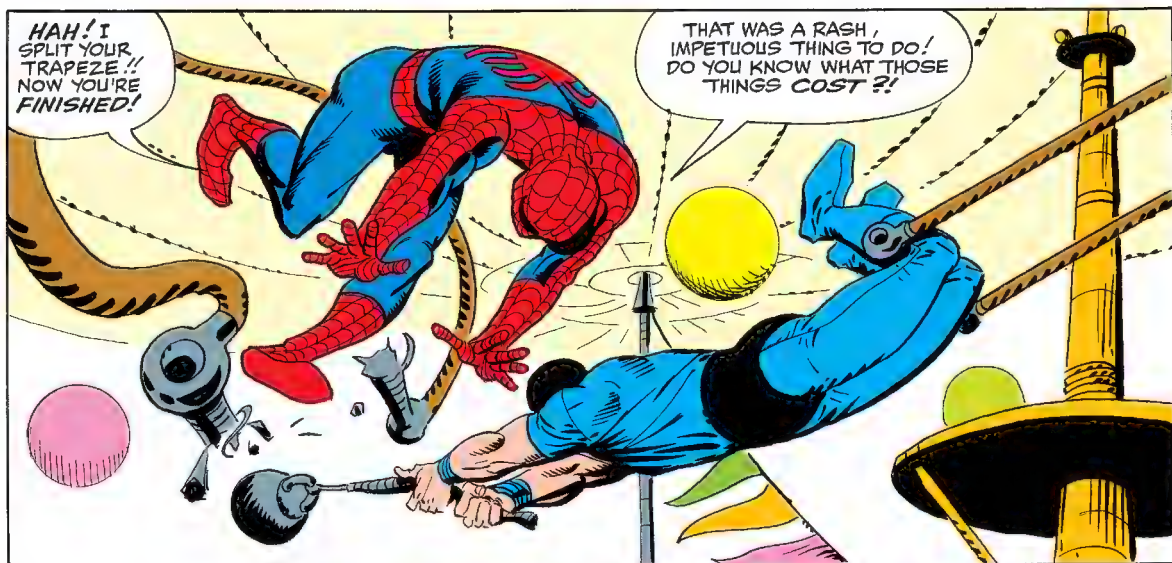
CAREFUL! DON'T BE OVER-EAGER! THERE'LL BE PLENTY OF ME TO GO AROUND!

YOU'LL EACH GET A CHANCE TO BE SLAPPED SILLY BY SPIDEY!

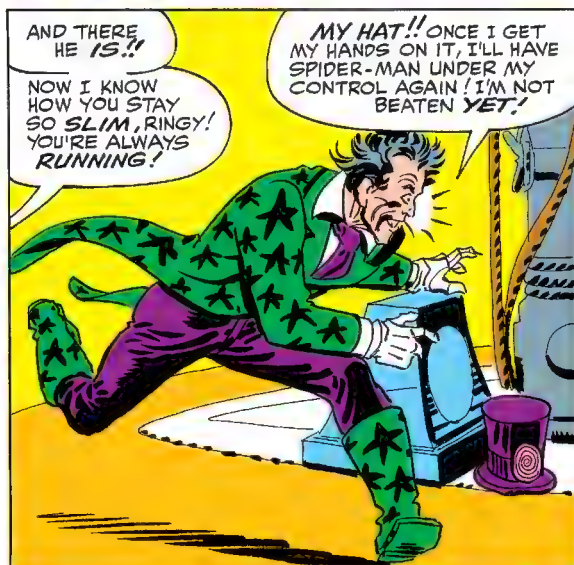
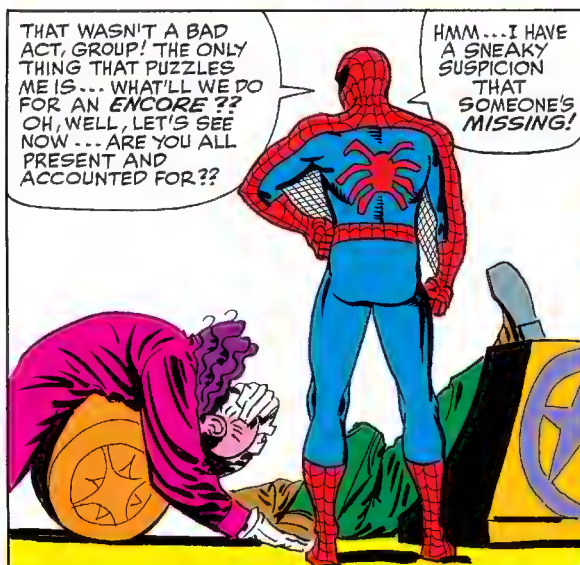
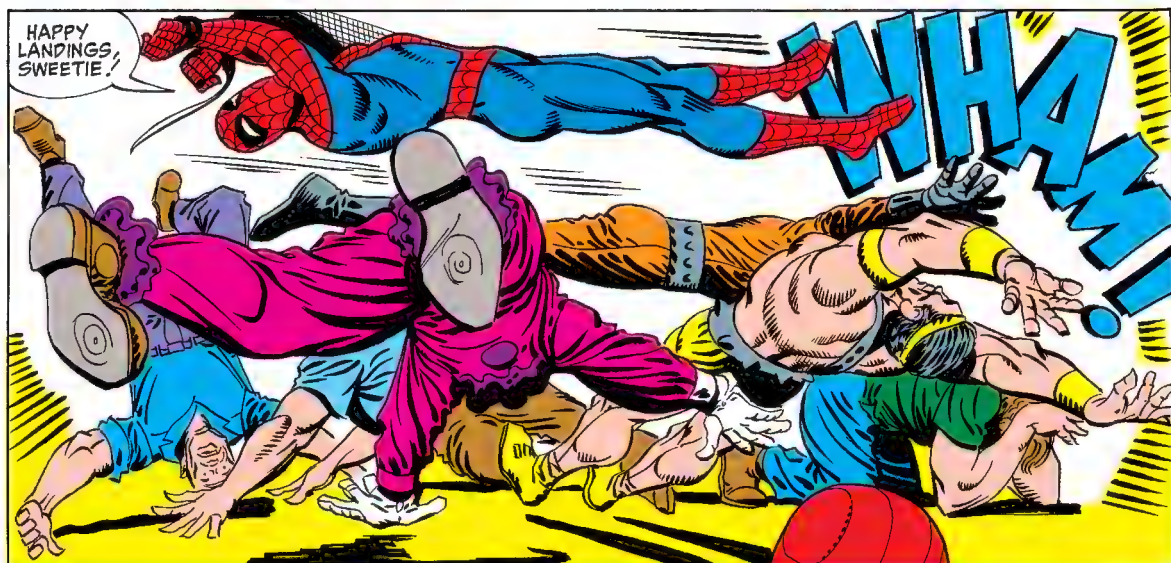


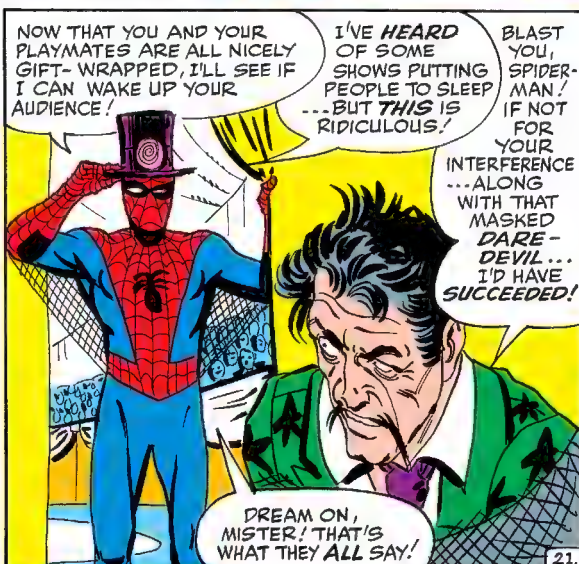
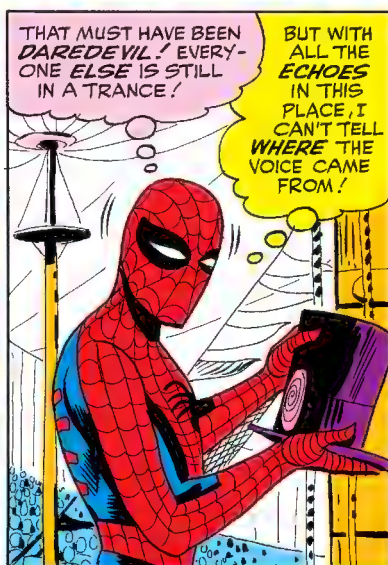
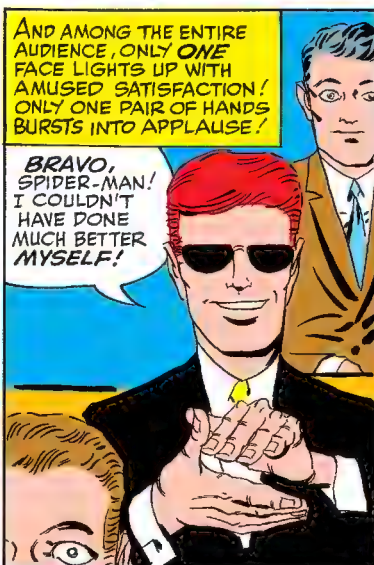


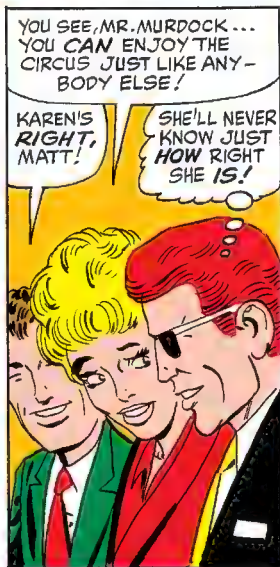
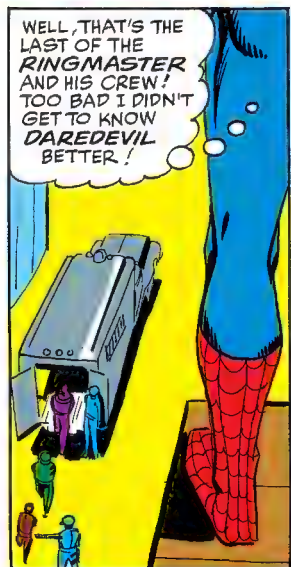
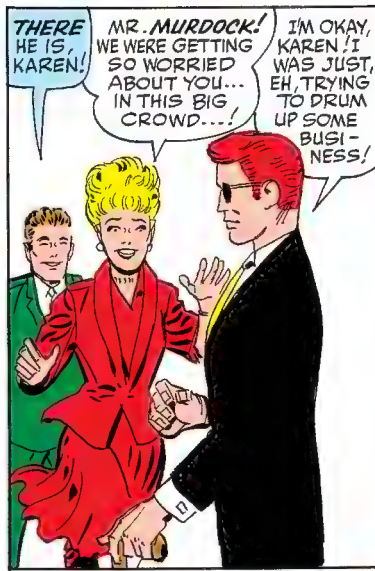
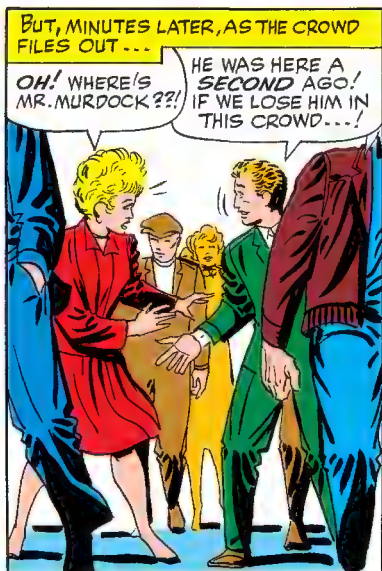
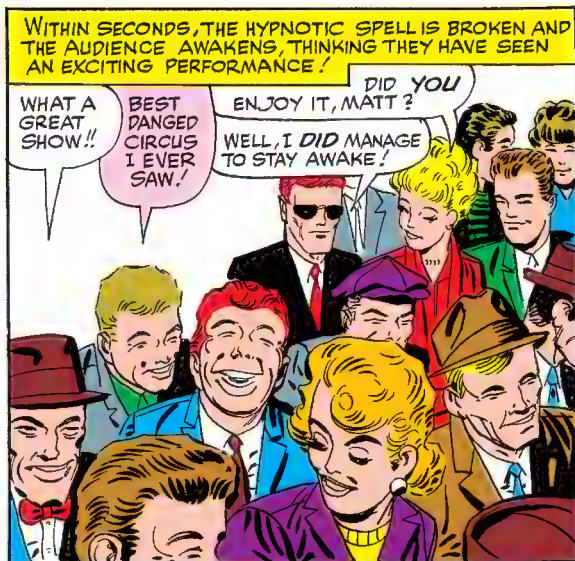
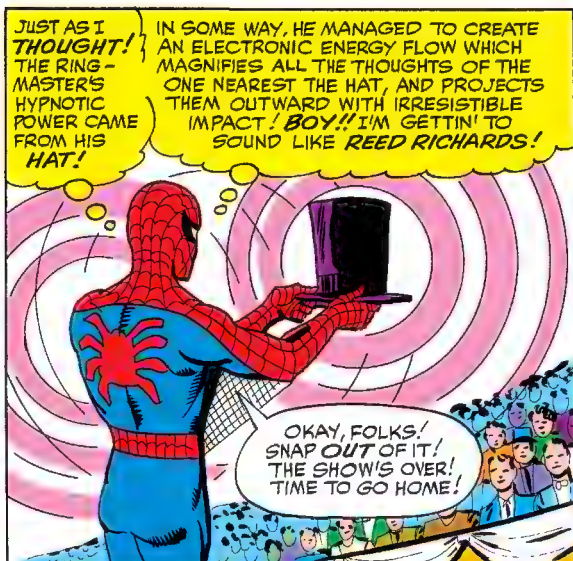












THE END



MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

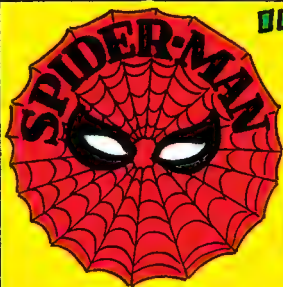
APPROVED
BY THE
COMICS
CODE
AUTHORITY

17
OCT.

GUEST-STARRING:
**THE
HUMAN TORCH**

"THE
RETURN OF
"THE
GREEN
GOBLIN!"
(AND WHAT A
RETURN
IT IS!!)





"THE RETURN OF THE GREEN GOBLIN!"

RUGGEDLY WRITTEN
BY: STAN LEE

ROBUSTLY DRAWN
BY: STEVE DITKO

RECENTLY LETTERED
BY: S. ROSEN

LOOK AT OL' BOOKWORM PARKER! THE WAY HE'S GLUED TO THAT CHEM BOOK, YOU'D THINK HE WAS READIN' THE LATEST JAMES BOND MYSTERY!

IT'S BEEN MONTHS SINCE I HAD THAT BATTLE WITH THE GREEN GOBLIN! *I WONDER WHAT BECAME OF HIM? WHY HASN'T HE BEEN HEARD FROM SINCE ??

STAN AND STEVE
DO IT AGAIN!!

BE SURE TO READ THIS YARN CAREFULLY, FOR IT'S CERTAIN TO BE DISCUSSED AND ARGUED ABOUT BY SPIDEY FANS THROUGHOUT THE FREE WORLD FOR A LONG TIME TO COME!

SEE ME AFTER CLASS, KIDS! OL' FLASH HAS SOME BIG NEWS FOR YOU !!

* SEE SPIDER-MAN #14... EDITOR.

IN ANOTHER PART OF THE CITY, AT THE SAME TIME THAT PETER PARKER SITS IN HIS SCIENCE CLASSROOM, THE VERY ONE HE IS THINKING OF IS ALSO THINKING OF **HIM!** OR, TO PUT IT MORE ACCURATELY... OF **SPIDER-MAN!**

THE NEXT TIME I BATTLE SPIDER-MAN, I'LL HAVE **NEW** WEAPONS TO DEFEAT HIM WITH!



NOW I'M ONLY PRACTICING WITH A DUMMY TARGET! BUT I CAN'T WAIT UNTIL I GET A CHANCE TO USE MY LITTLE BAG OF TRICKS ON THE **REAL** SPIDER-MAN!



WITH ALL THE PRACTICING I'VE DONE, I SHOULD BE ABLE TO VANQUISH HIM JUST AS EASILY AS I'VE BEATEN HIS LIFELESS REPLICA!



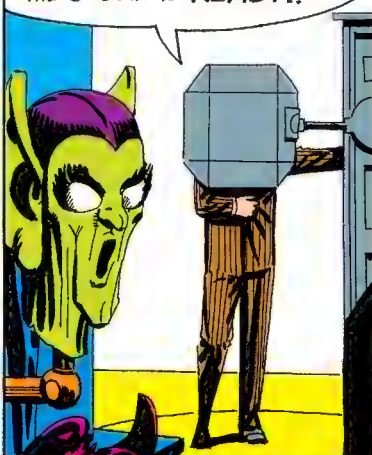
I'VE EVEN REDESIGNED MY JET-POWERED GOBLIN-GLIDER, MAKING IT STILL FASTER AND MORE MANEUVERABLE!



AH, YES! WHEN NEXT WE MEET, SPIDER-MAN WILL FIND THAT THE MYSTERIOUS GREEN GOBLIN IS MORE THAN A MATCH FOR HIM AND HIS OWN PUNY POWERS!!

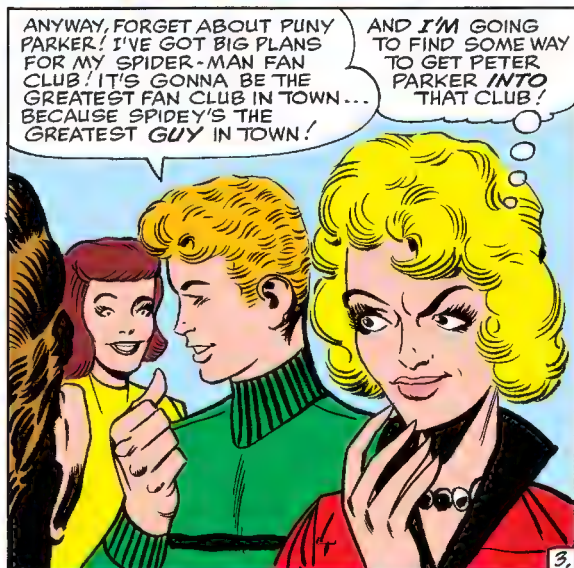
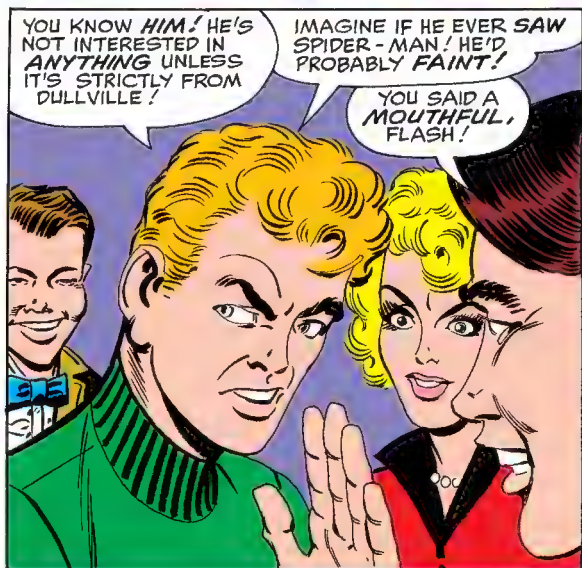
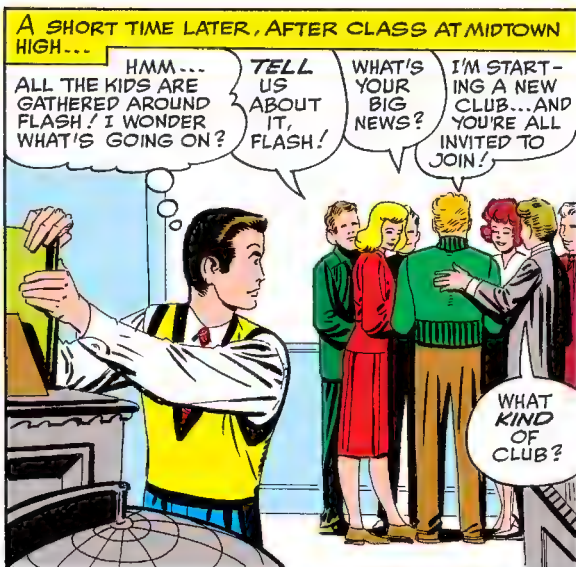


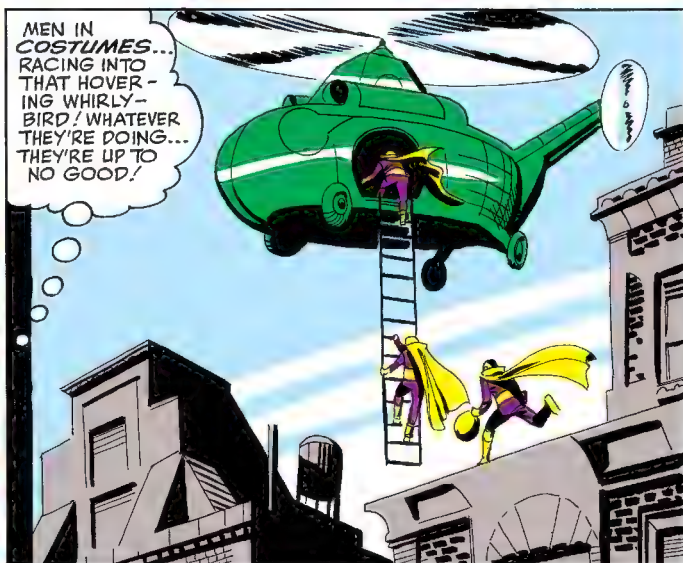
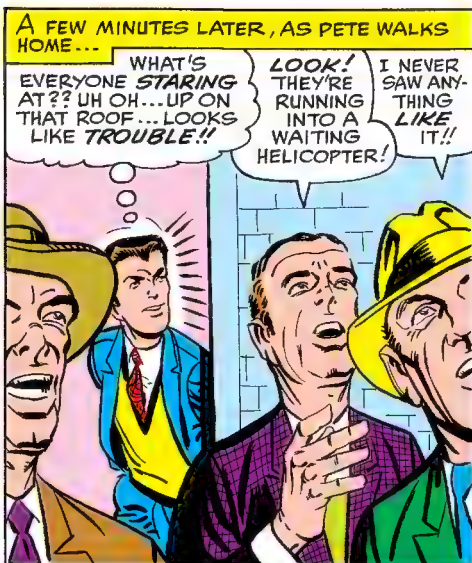
I'VE WAITED ALL THESE MONTHS TO GIVE MYSELF ENOUGH TIME TO PREPARE FOR OUR NEXT ENCOUNTER! ... AND, AT LAST THE GOBLIN IS **READY!!**

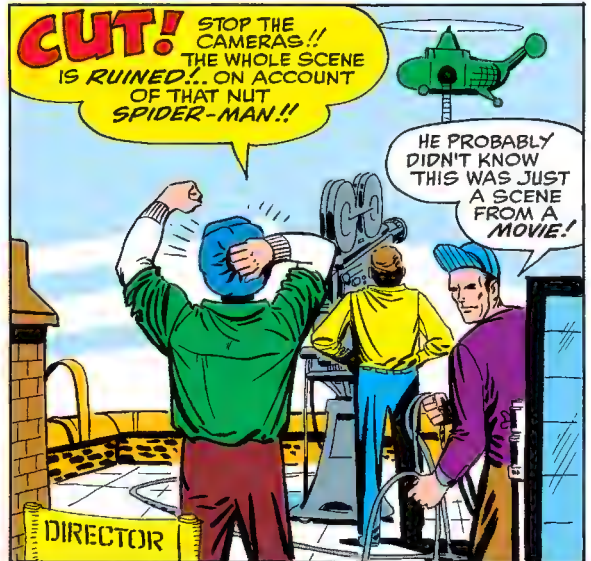


NOW, ALL THAT REMAINS FOR ME TO DO... IS... **FIND SPIDER-MAN!**







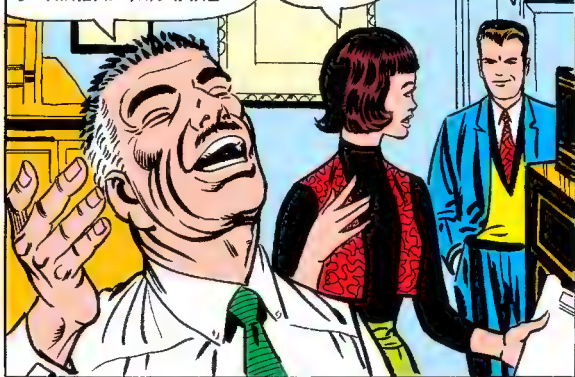


AND, AS YOU'D EXPECT, WHEN PETER REACHES THE NEWS-
PAPER OFFICE OF J. JONAH JAMESON, HE FINDS...

THIS IS THE BEST NEWS
I'VE HEARD IN MONTHS!
SPIDER-MAN MADE A
LAUGHING STOCK OF
HIMSELF! EVERYONE'S
TALKING ABOUT HIS
BONEHEAD MISTAKE!

OH, HELLO,
PETER! IS
SOMETHING
WRONG?
WHY THE
FROWN?

I DON'T KNOW
...I GUESS
I'VE JUST
GOT A
HEADACHE!



WELL, WELL!
PETER PARKER,
MY DEMON
PHOTOGRAPHER!
I FEEL SO GOOD,
I'M EVEN GLAD
TO SEE YOU!

I'LL BE RIGHT WITH YOU AS SOON
AS I FINISH WRITING THIS ANTI-
SPIDER MAN EDITORIAL FOR THE
NEXT EDITION

THAT'S OKAY,
MR. JAMESON. I
JUST CAME BY TO
WALK BETTY HOME!

I'M
READY TO
LEAVE
NOW,
PETER!



YOU KNOW,
PETER... I
WISH MR.
JAMESON
DIDN'T HATE
SPIDER-MAN
SO!

REALLY? WHAT
DIFFERENCE
DOES IT
MAKE TO
YOU,
BETTY?

GOSH,
I HOPE
SHE'S
NOT
BEGIN-
NING TO
SUSPECT
WHO SPIDEY
REALLY IS!!

HAVE YOU
FORGOTTEN,
PETER?
SPIDER-
MAN SAVED
MY LIFE
THREE
TIMES IN
THE PAST!

WHEW! SO THAT'S
ALL SHE MEANT!
WHAT A RELIEF!
AND NOW... OH
NO! UP AHEAD!!
JUST MY LUCK!!

BETTY, I JUST
REMEMBERED
SOMETHING I
FORGOT TO TELL
MR. JAMESON!
LET'S GO BACK FOR
A MINUTE AND...
UH...

PETER! WHAT
ON EARTH...?
OH, SOMEONE
IS CALLING
YOU!



PETEEY!
IT'S ME,
LIZ! COME
HERE! I
HAVE SOME-
THING TO
SHOW
YOU!

DOES
THAT
SQUARE
HAVE TO
POP UP
WHEREVER
WE GO?

GOSH, I'M SORRY, BETTY! I
KNOW HOW YOU FEEL ABOUT
LIZ! I HOPED WE COULD GET
AWAY BEFORE SHE SAW US!

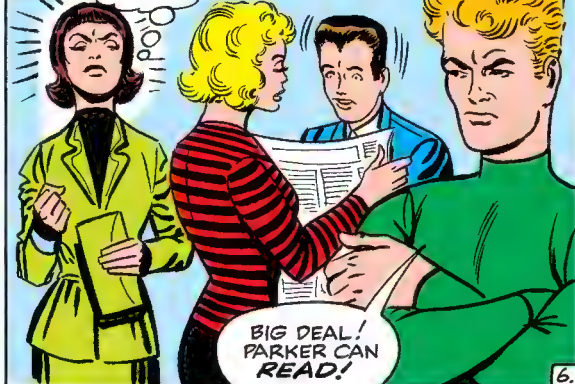
OH, STOP THE ACT,
"PETEEY"! YOU'RE
NOT IMPRESSING ME
ONE BIT!



MMMM, PUTTING ON SOME WEIGHT,
AREN'T YOU, MISS BRANT? HERE,
PETEEY... I WANT YOU TO READ THIS!

IT'S ABOUT
THE
SPIDER-
MAN FAN
CLUB!

OH!!! WHEN SHE
CALLS ME "MISS
BRANT" I FEEL A
HUNDRED YEARS
OLD!!



BIG DEAL!
PARKER CAN
READ!

GOSH! YOU ACTUALLY PUT AN AD IN THE PAPER ANNOUNCING YOUR FAN CLUB MEETING! BUT... WHAT'S THIS...??

YOU'RE HAVING YOUR MEETING AT A REAL DINNER CLUB... AND SPIDER-MAN WILL BE THERE??

IMPORTANT NOTICE
THE FIRST MEETING
 of The
SPIDER-MAN FAN CLUB, Forest Hills Chapter,
 will be held at the elegant
 AVENUE DINNER CLUB!
SPIDER-MAN will appear
 IN PERSON!

MY FATHER IS LETTING US USE THE AVENUE DINNER CLUB! HE OWNS IT! AND HE PAID FOR THE AD IN THE PAPER, TOO! HE'S ALWAYS BEEN A SPIDER-MAN FAN!

BUT HOW DO YOU KNOW SPIDER-MAN WILL BE THERE?!

BECAUSE HE'S NOT A CRUMB, LIKE SOME GUYS I KNOW!

THAT BLONDE BOY-STEALER WANTS THE WORLD TO KNOW HOW RICH SHE IS!

HE'S THE GREATEST GUY IN THE WORLD! AND HE'S ALL HEART! HE PERFORMED AT A CIRCUS FOR CHARITY LAST MONTH! HE WON'T LET HIS LOYAL FANS DOWN!

HOW CAN I EVER BE MAD AT A FELLA WHO FEELS THAT WAY ABOUT GOOD OL' SPIDEY...EVEN THOUGH HE HATES PETER PARKER!

SO, WHEN HE SEES THAT NOTICE IN THE PAPER, HE'LL BE THERE!

SOME-THING TELLS ME YOU'RE RIGHT, FLASH!

NOW YOU BE SURE TO COME, PETEY! I KNOW MISS BRANT CAN'T COME, BECAUSE HER BOSS, JONAH JAMESON, MIGHT NOT LIKE IT!

WHERE I GO ON MY OWN TIME IS MY BUSINESS, MISS ALLAN!

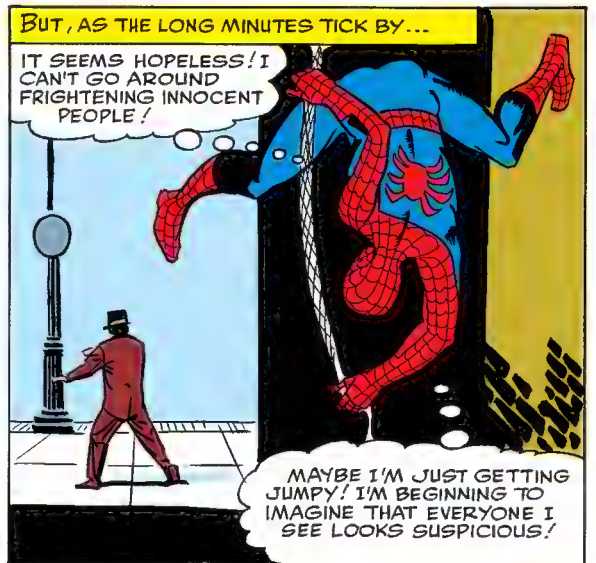
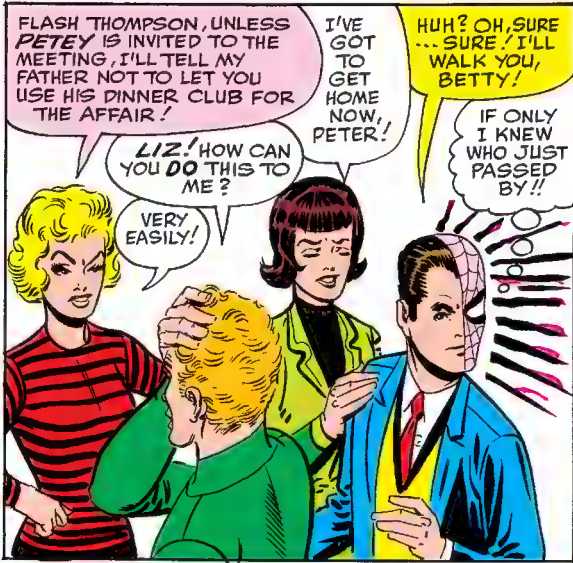
HOLD ON, LIZ! THIS IS MY FAN CLUB! I DIDN'T INVITE PUNY PARKER TO COME!

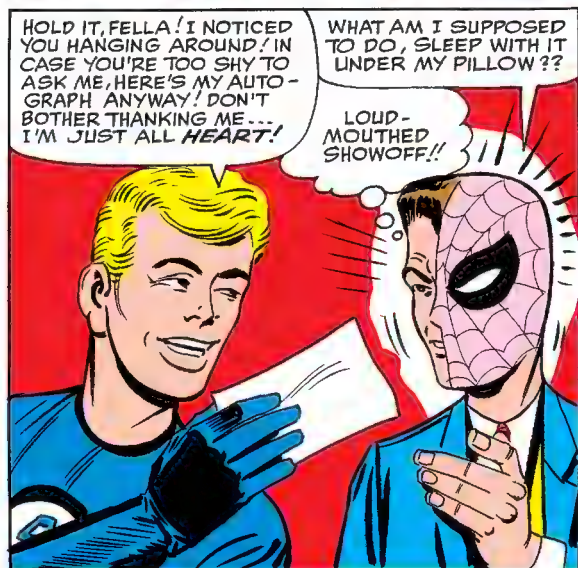
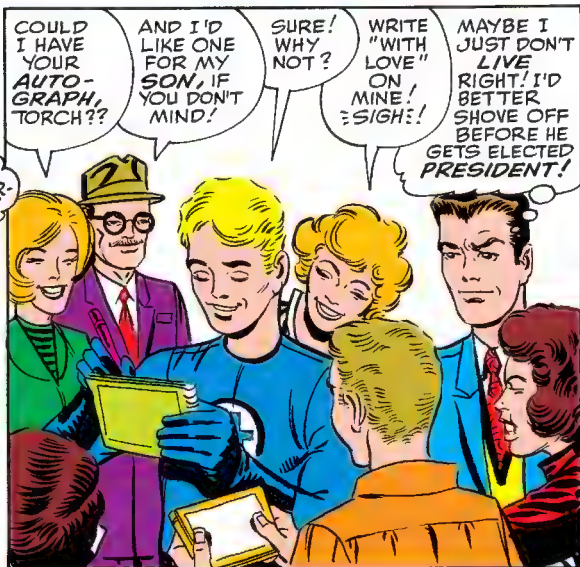
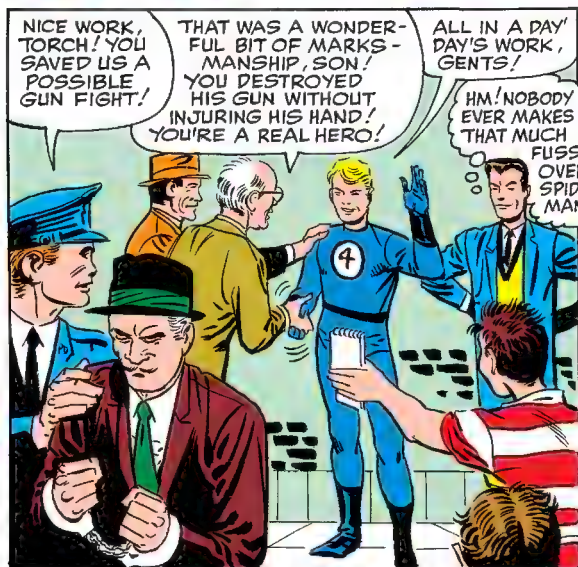
UH-OH! MY SPIDER-SENSE IS TINGLING! THAT MEANS DANGER IS NEAR!

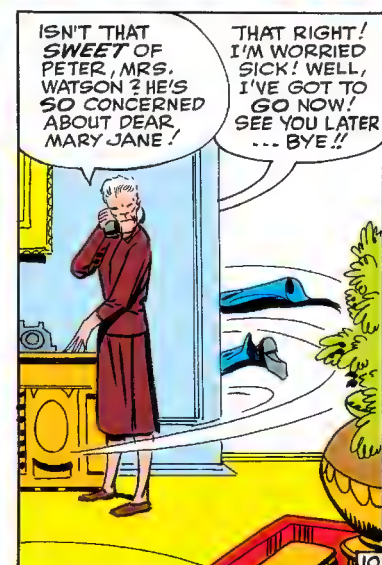
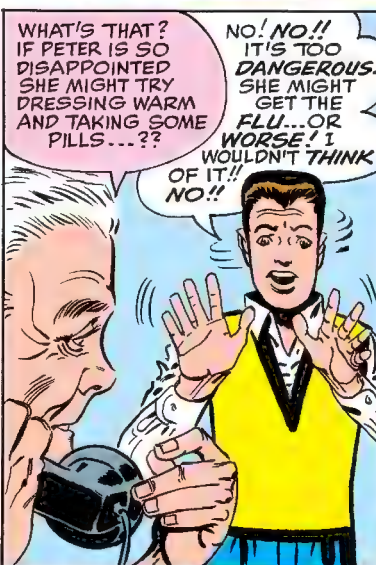
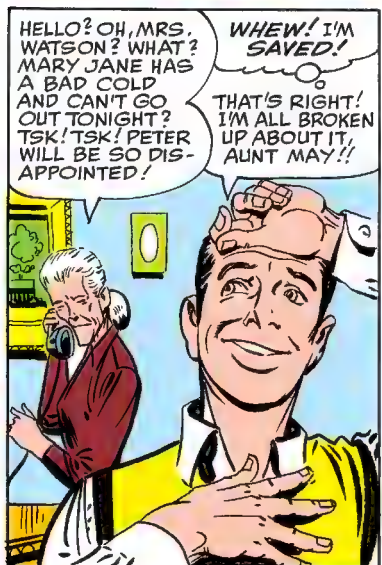
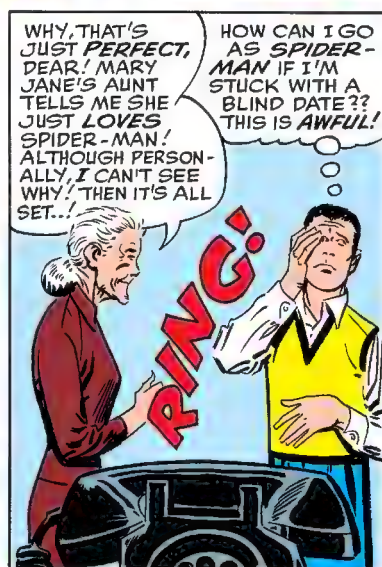
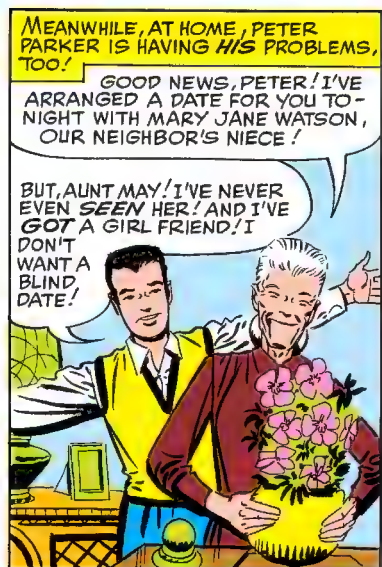
BUT WHAT CAN IT BE? I DON'T RECOGNIZE ANYBODY IN THIS CROWD!

BUT, WHY SHOULD PETER RECOGNIZE THE ONE DANGEROUS MAN IN THE CROWD? HE'S NEVER SEEN HIM WITHOUT HIS GREEN GOBLIN MASK BEFORE!

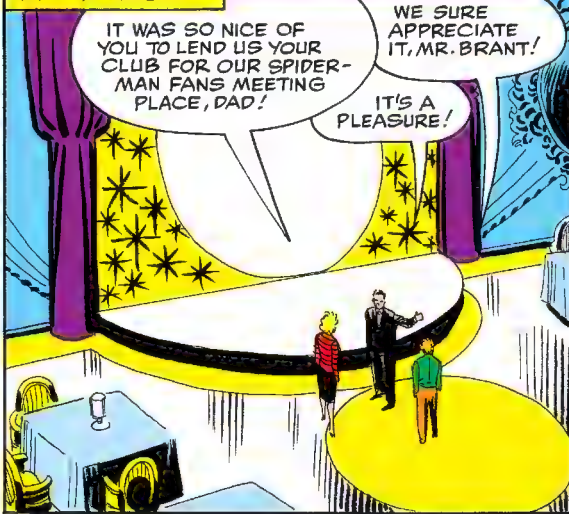
HMM... A MEETING OF THE SPIDER-MAN FAN CLUB, EH? VERY INTERESTING!







LATER, AT THE GRAND BALLROOM OF THE AVENUE DINNER CLUB...



IT WAS SO NICE OF YOU TO LEND US YOUR CLUB FOR OUR SPIDER-MAN FANS MEETING PLACE, DAD!

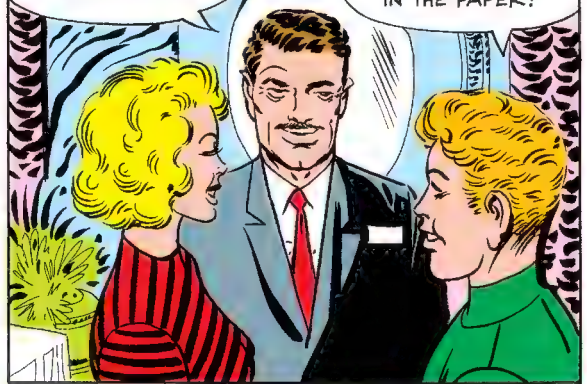
WE SURE APPRECIATE IT, MR. BRANT!

IT'S A PLEASURE!

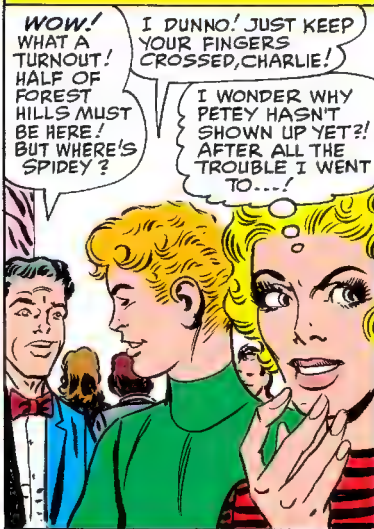
BESIDES, I'M NOT COMPLETELY UN-SELFISH! IF THERE'S A BIG TURNOUT, IT'LL BE GOOD PUBLICITY FOR MY CLUB! AND THAT MEANS A BIG BOOST IN BUSINESS LATER!

THE FANS SHOULD START ARRIVING SOON! DO YOU THINK SPIDER-MAN WILL REALLY SHOW UP IN PERSON?

WE HOPE SO! HE'S SURE TO HAVE SEEN THE NOTICE IN THE PAPER!



AND, A SHORT TIME LATER...



WOW! WHAT A TURNOUT! HALF OF FOREST HILLS MUST BE HERE! BUT WHERE'S SPIDEY?

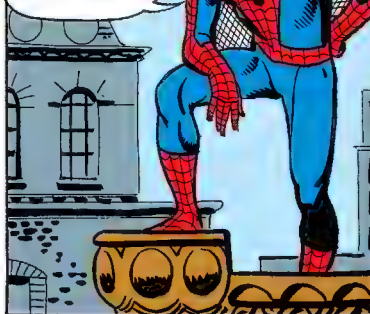
I DUNNO! JUST KEEP YOUR FINGERS CROSSED, CHARLIE!

I WONDER WHY PETEY HASN'T SHOWN UP YET?! AFTER ALL THE TROUBLE I WENT TO...

WHILE, ON A ROOFTOP NEARBY...

THIS IS MY BIG CHANCE! IF I MAKE A GOOD IMPRESSION IN THERE, MAYBE PEOPLE WILL STOP DIS-TRUSTING ME AND START LIKING ME THE WAY THEY LIKE THE TORCH!

I FEEL LIKE A NERVOUS ACTOR ON OPENING NIGHT!

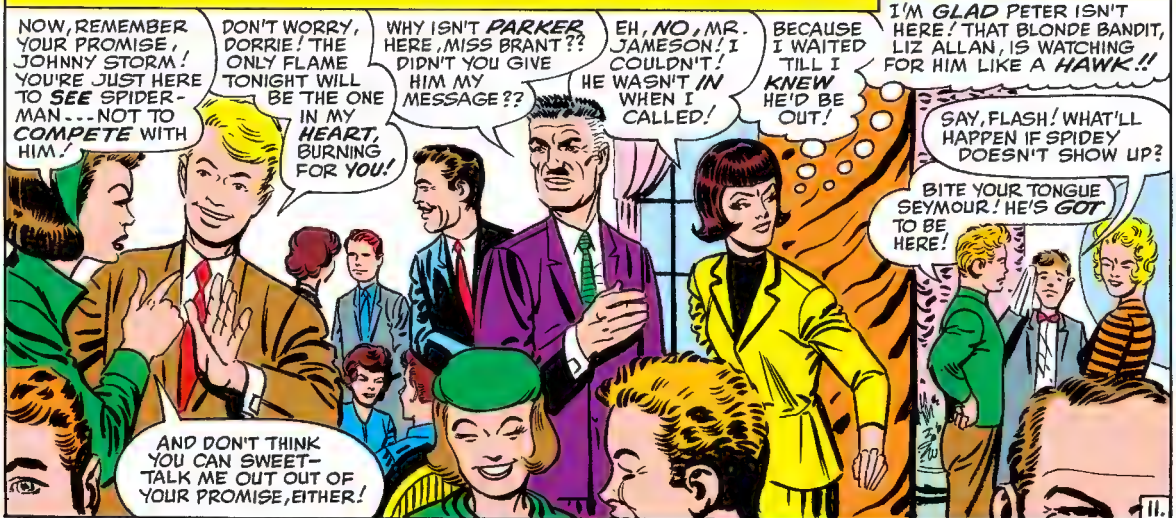


AND, SPIDEY MIGHT BE STILL MORE NERVOUS IF HE COULD SEE THE STRANGE FIGURE ACROSS TOWN WHO IS SILENTLY SPEEDING TOWARDS THE SAME DESTINATION...



WON'T SPIDER-MAN BE SURPRISED TO SEE THE GREEN GOBLIN AMONG HIS MANY "FANS"?!!

BUT, AS THE CROWD IMPATIENTLY WAITS FOR THE HERALDED APPEARANCE OF THE TEEN-AGE ADVENTURER, WE FIND THAT THERE ARE OTHER FAMILIAR FACES AMONG THOSE ASSEMBLED...



NOW, REMEMBER YOUR PROMISE, JOHNNY STORM! YOU'RE JUST HERE TO SEE SPIDER-MAN... NOT TO COMPETE WITH HIM!

DON'T WORRY, DORRIE! THE ONLY FLAME TONIGHT WILL BE THE ONE IN MY HEART, BURNING FOR YOU!

WHY ISN'T PARKER HERE, MISS BRANT?? DIDN'T YOU GIVE HIM MY MESSAGE??

EH, NO, MR. JAMESON! I COULDN'T! HE WASN'T IN WHEN I CALLED!

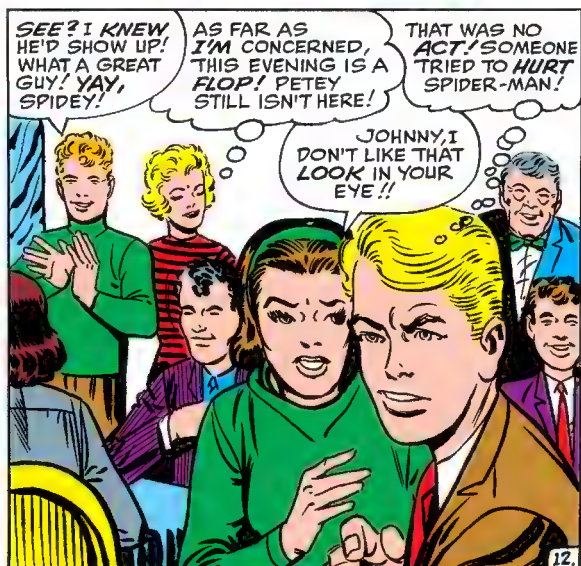
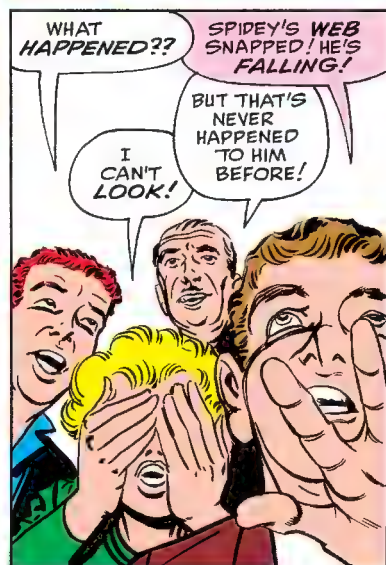
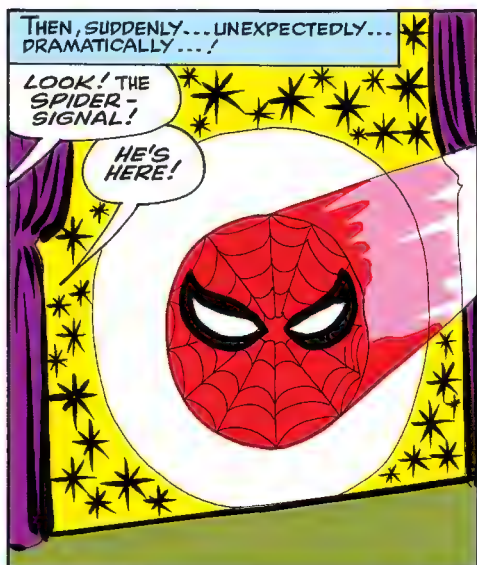
BECAUSE I WAITED TILL I KNEW HE'D BE OUT!

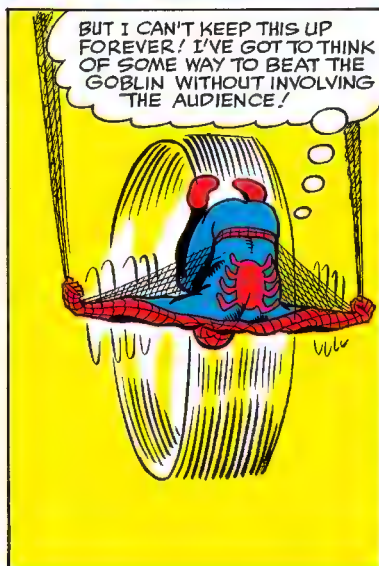
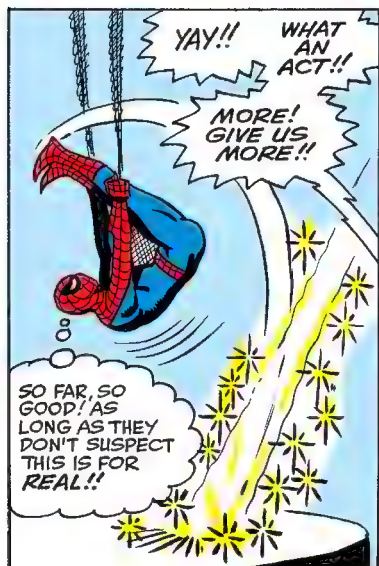
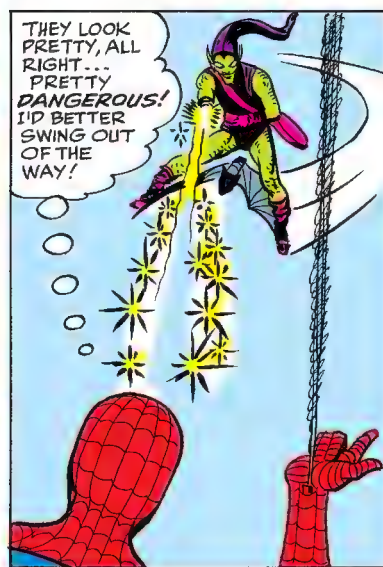
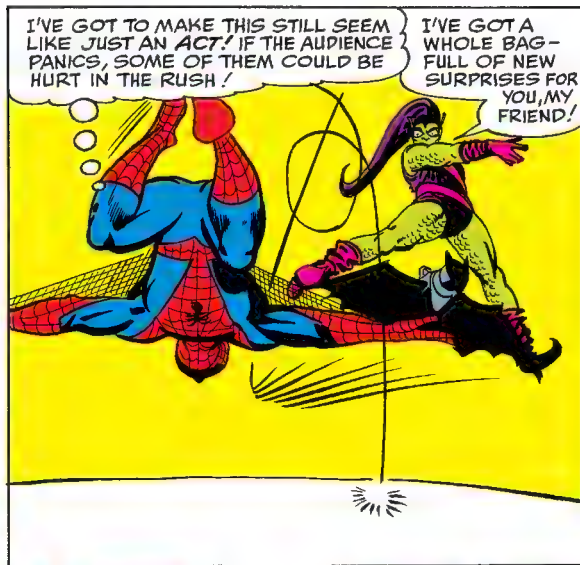
I'M GLAD PETER ISN'T HERE! THAT BLONDE BANDIT, LIZ ALLAN, IS WATCHING FOR HIM LIKE A HAWK!!

GAY, FLASH! WHAT'LL HAPPEN IF SPIDEY DOESN'T SHOW UP?

BITE YOUR TONGUE SEYMOUR! HE'S GOT TO BE HERE!

AND DON'T THINK YOU CAN SWEET-TALK ME OUT OF YOUR PROMISE, EITHER!

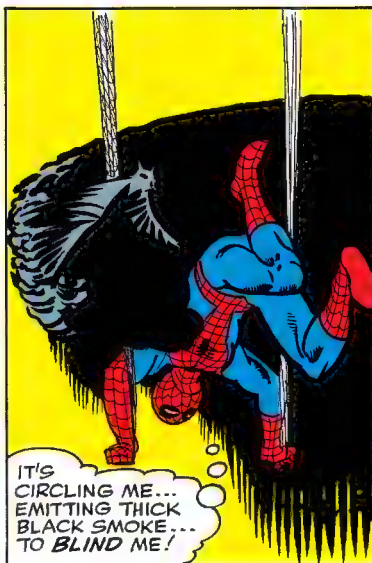






YOU'VE
DONE WELL
SO FAR,
SPIDER-MAN!
BUT I'VE LOTS
MORE SUR-
PRISES FOR
YOU... LIKE
THIS ONE!

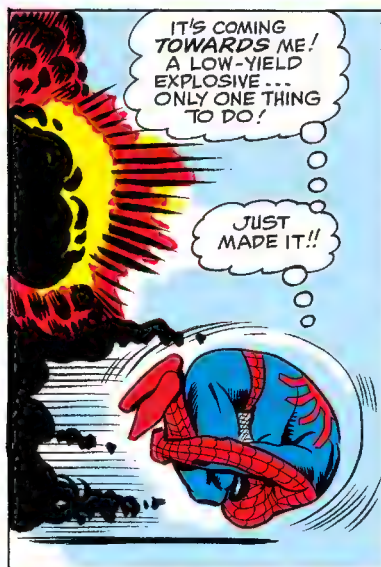
AN ELECTRICALLY-
ACTIVATED
MECHANICAL **BAT**!!



IT'S
CIRCLING ME...
EMITTING THICK
BLACK SMOKE...
TO **BLIND** ME!



BUT MY **SPIDER SENSE**
TELLS ME THERE'S A NEW
DANGER, HIDDEN BY THE
SMOKE! I'VE GOT TO **AVOID**
IT, AT ALL COSTS!!



IT'S COMING
TOWARDS ME!
A LOW-YIELD
EXPLOSIVE...
ONLY ONE THING
TO DO!

JUST
MADE IT!!



NOW ARE YOU CONVINCED ??
DIDN'T I **TELL** YOU OL' SPIDEY'S
THE **GREATEST**??

IT IS A
THRILLING
ACT, JOHNNY...
JOHNNY!
WHAT'S
WRONG?

PLENTY,
IF MY HUNCH
IS RIGHT!!
THAT'S NO
ACT!

YAYYY,
SPIDEY!!

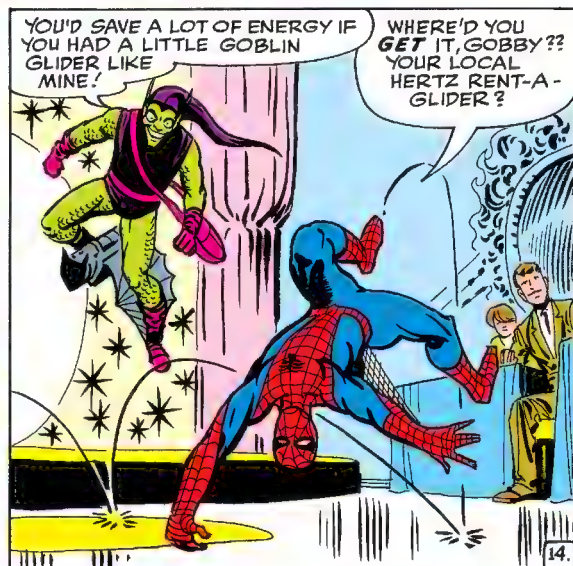


NOW'S MY CHANCE!
ONE FAST LEAP,
AND I'LL **GRAB**
HIM!!



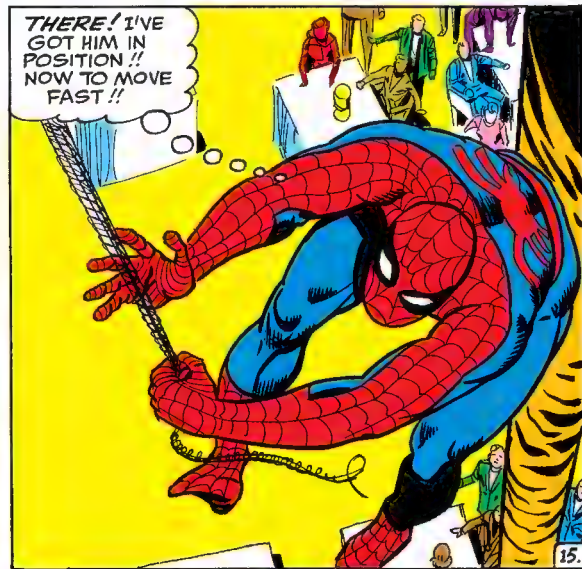
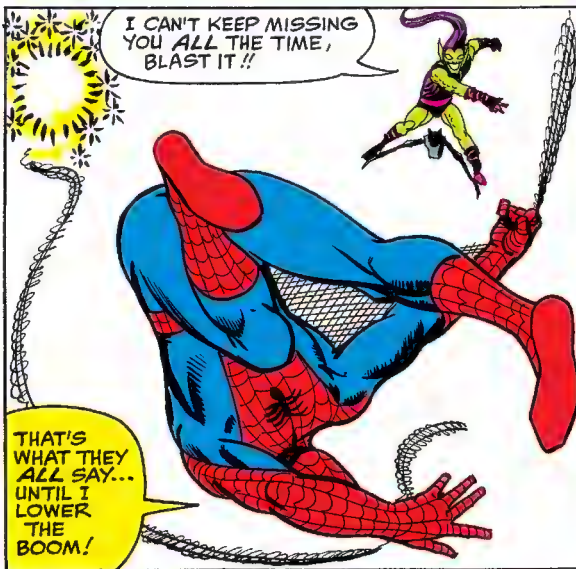
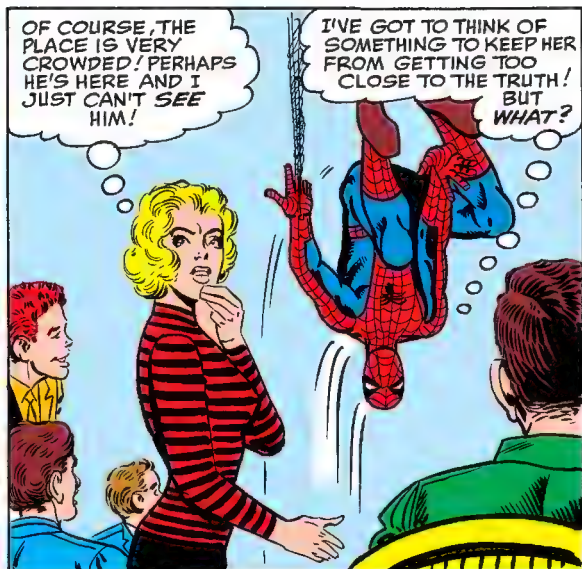
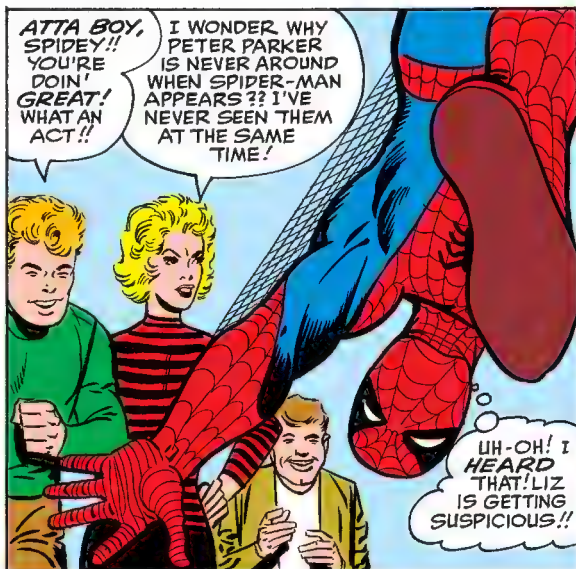
HAH! I
EXPECTED
THAT! HOW DOES
IT **FEEL** TO
FIGHT A FOE
WHO'S AS FAST
AS YOU??

ROTTEN!
BUT I WON'T
TELL HIM!



YOU'D SAVE A LOT OF ENERGY IF
YOU HAD A LITTLE GOBLIN
GLIDER LIKE
MINE!

WHERE'D YOU
GET IT, GOBBY??
YOUR LOCAL
HERTZ RENT-A-
GLIDER?



BUT, AT THAT VERY MOMENT, THE SHARP-EYED JOHNNY STORM NOTICES THE DANGEROUS GLINT OF THREE GUN BARRELS IN THE BALCONY ABOVE...

DORRIE, WAIT HERE! I'VE GOT TO LEAVE YOU FOR A FEW MINUTES...

JOHNNY STORM! YOU PROMISED ME YOU WOULDN'T TRY TO GET INTO THE ACT! IF YOU DON'T SIT RIGHT DOWN AGAIN...!

I CAN'T! THIS LOOKS SERIOUS! STAY BACK!

C'MON! NOW'S OUR CHANCE TO BREAK INTO THE CASHIER'S SAFE UP HERE, WHILE EVERYONE'S WATCHIN' THOSE CLOWNS DOWN BELOW!

I'D LIKE TO FINISH OFF THAT CRUMMY SPIDER-MAN FIRST!

SUDDENLY, A DRAMATIC CRY RINGS OUT, AS A FLAMING FLYING FIGURE BLAZES UPWARD...

FLAME ON!

DORRIE WILL BE MAD AS A HORNET, BUT I'VE JUST GOT TO DO THIS!

LOOK! IT'S THE HUMAN TORCH!

BUT, WHILE STREAKING TOWARDS THE THREE GUNMEN, THE TORCH UNWITTINGLY BLAZES THROUGH SPIEY'S WEBBING, SPOILING OUR HERO'S PLAN TO TRAP THE GREEN GOBLIN!

GANGWAY, WEB-HEAD!

THAT WAS A CLOSE ONE! HE ALMOST HAD ME!!

THE TORCH! HE SPOILED EVERY-THING!!

WHO INVITED THAT HUMAN MATCHSTICK TO BUTT IN??!

AW, CLAM UP, FLASH! ARE YOU TRYIN' TO SPOIL ALL THE FUN??

GET LOST, TORCH! THIS IS A PRIVATE PARTY!!

YAY, TORCH! GIVE IT TO 'EM, YOU OL' FIRE-EATER!!

THE TORCH SPOTTED US! LET'S GET OUTTA HERE!

THIS DOES IT!! I'M TAKIN' THE PLEDGE! I'M GOIN' STRAIGHT!

NOT REALIZING WHY THE HUMAN TORCH HAS ENTERED THE SCENE, THE GREEN GOBLIN ANGRILY TURNS HIS ATTENTION TOWARDS THE FIERY NEWCOMER...

THE HUMAN TORCH, EH? WELL, I'LL TEACH YOU NOT TO INTERFERE WITH YOUR BETTERS!

SPIDER-MAN'S GONE! I WONDER WHERE...?

FOR THE ANSWER TO THE TORCH'S UNSPOKEN QUESTION, LET'S TURN OUR ATTENTION TO A YOUTH WHO BREATHLESSLY RACES TOWARDS THE AUDIENCE...

SO FAR, SO GOOD! NOW TO PUT IN A BRIEF APPEARANCE AS PETER PARKER!

HI, LIZ! I *THOUGHT* I SAW YOU FROM ACROSS THE ROOM!

OH, PETEY! THEN YOU *WERE* HERE! I'M SO GLAD!

FIRST THE PESTY TORCH, AND NOW PUNY PARKER! THIS PLACE IS FILLING UP WITH A BUNCH OF DEAD-HEADS!

PETEY, I'M *SURE* I CAN TALK FLASH INTO LETTING YOU JOIN HIS SPIDER-MAN FAN CLUB!

AW, C'MON, LIZ! IF WE ACCEPT *HIM*, WE'LL HAVE TO ACCEPT *ANYBODY*!

FORGET IT, KIDS! I MAY START MY OWN CLUB... FOR THE *GREEN GOBLIN*!

ECHH! THAT CREEP IS AS FUNNY AS A SECOND-HAND CRUTCH!

YOU'VE *SUCH* A CUTE SENSE OF HUMOR, PETEY! BUT HOW DID YOUR *HAIR* GET SO MUSS'D?

IT... EH... IT'S PRETTY WINDY ON THE OTHER SIDE OF THE ROOM!

NOW THAT I'VE SHOWN MYSELF, I'VE GOT TO GET BACK TO THE GOBLIN, *FAST*! BUT...

YIPES! LOOK WHO'S HERE!

LOOK! PARKER *DID* COME, AFTER ALL!! BUT WHERE'S HIS *CAMERA*?

PETER... HERE WITH LIZ! SHE'S RUNNING HER FINGERS THROUGH HIS HAIR!! OH, NO!

YOU LOOK *PALE*, PETEY! IS ANYTHING *WRONG*?

BOY! IS THAT THE UNDER-STATEMENT OF THE YEAR?!!

MEANWHILE, HIGH ABOVE EVERYONE'S HEADS, THE "SHOW" GOES ON!

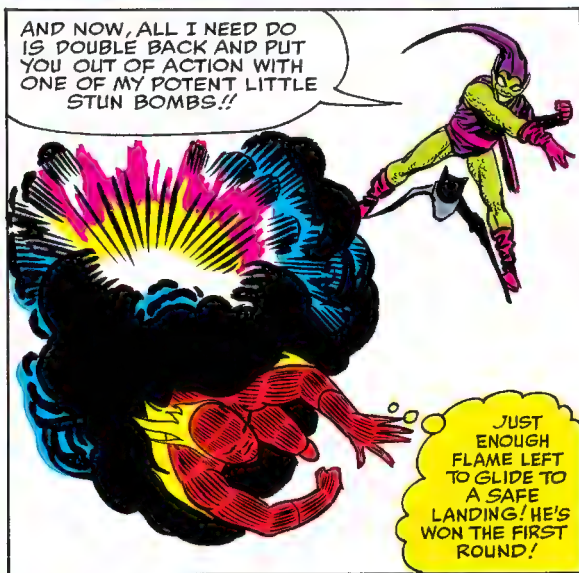
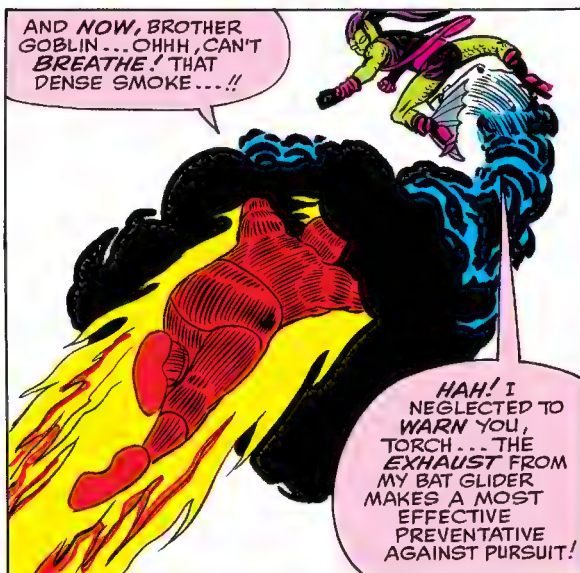
I'VE GOT TO GET RID OF THE TORCH QUICKLY, SO I CAN TURN MY ATTENTION TO SPIDER-MAN!

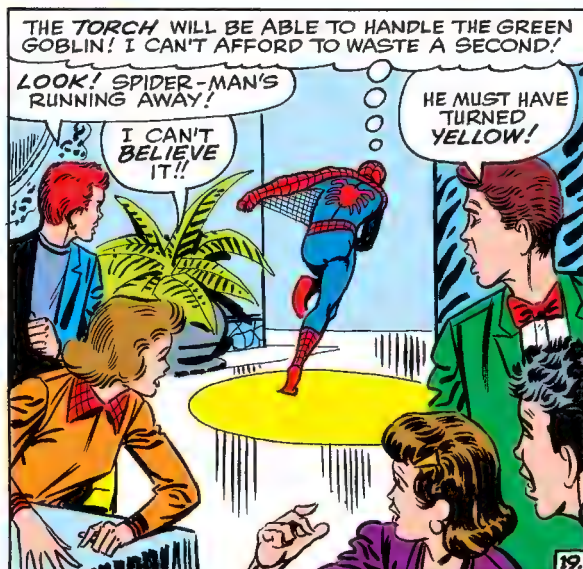
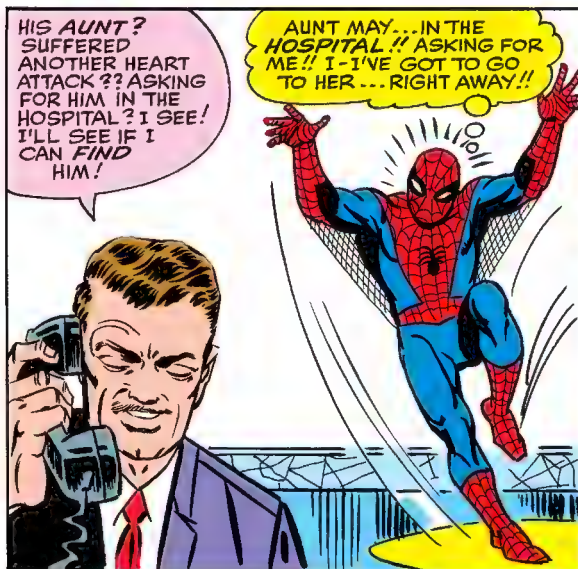
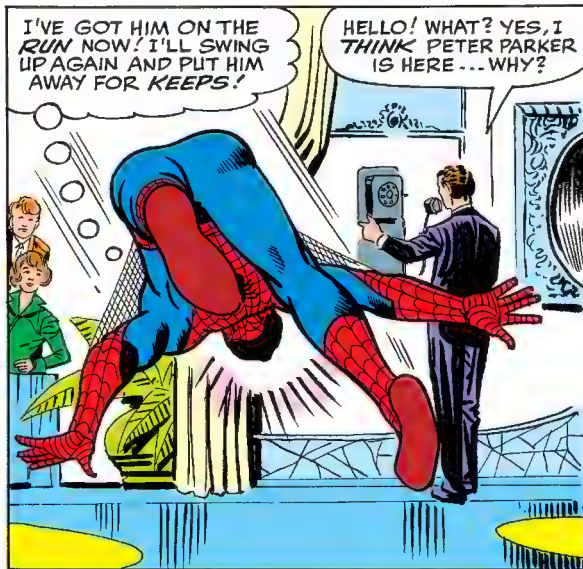
THIS LITTLE "GOBLIN SURPRISE" OUGHT TO DO THE TRICK!

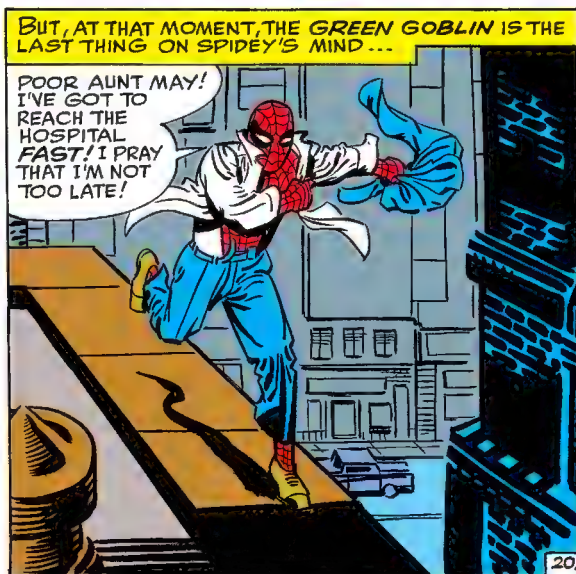
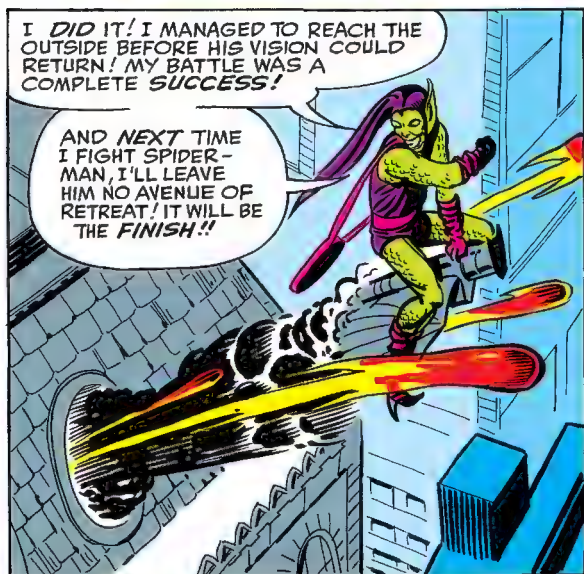
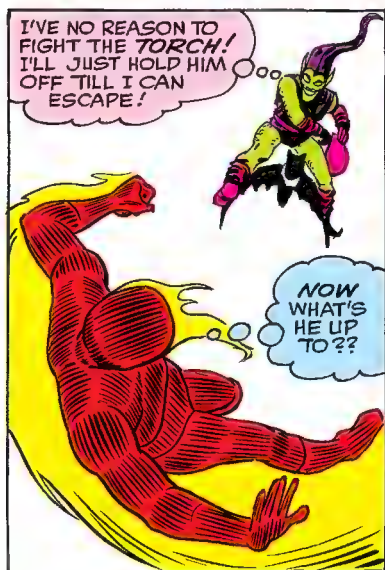
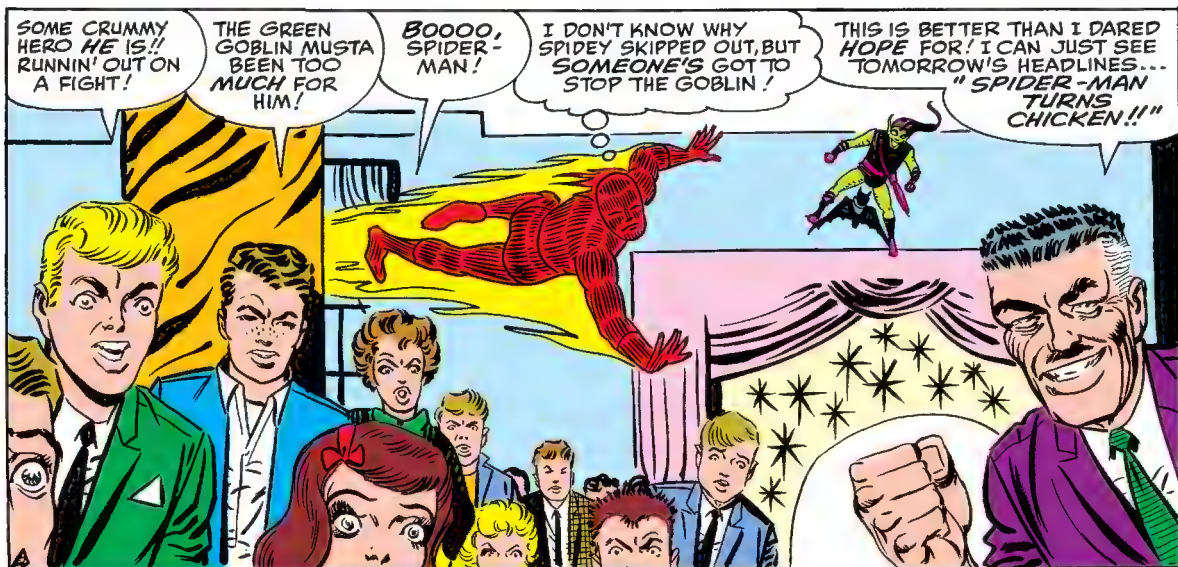
WHATEVER HE TOSSED AT ME, IT FORMED AN AIR-TIGHT CLOUD SEAL, CUTTING OFF MY AIR! IT'LL PUT MY *FLAME* OUT!

...UNLESS I INCREASE MY *FLAME* TO NEAR *NOVA* *INTENSITY*... BUT THAT MIGHT CAUSE A FIRE IN HERE, INJURING INNOCENT PEOPLE!

HE'S TOSSING *MORE*! I'VE GOT TO DO *SOMETHING* BEFORE I'M COMPLETELY WITHOUT OXYGEN!







AND, AS THE CROWD THINS OUT AT THE AVENUE DINNER CLUB...

JOHNNY, I'M NOT ANGRY ANY MORE... I'M **PROUD** OF YOU! I REALIZE NOW THAT YOU WERE **NEEDED** AS THE HUMAN TORCH!

THANKS, DORRIE! BUT I CAN'T UNDERSTAND **SPIDER-MAN!** WHAT COULD HAVE MADE HIM TURN TAIL AND **RUN** OFF THE WAY HE DID??

UNDERNEATH THAT SILLY OLD **FEUD** OF YOURS, YOU REALLY **LIKE** SPIDER-MAN, DON'T YOU, JOHNNY?

YES, I GUESS I DO, DORRIE! OR ANYWAY... I **DID!**

MISS BRANT, CALL THE PAPER! TELL THEM I'M ON MY WAY OVER! WE'RE PUTTING OUT AN **EXTRA!** I'LL TELL THE WHOLE **WORLD** WHAT A **COWARD** SPIDER-MAN REALLY TURNED OUT TO BE!

YES, MR. JAMESON...

AND I FEEL LIKE TELLING THE WORLD WHAT A **FOOL** I AM... FOR THINKING PETER PARKER EVER CARED ABOUT ME! I... I'LL NEVER TRUST HIM EVER AGAIN!

PETER PARKER MUST BE PART **GHOST!** NOW WHERE DID HE DISAPPEAR TO??

HEY, WAIT UP, FELLAS! DON'T GO YET! WE HAVE TO VOTE FOR OFFICERS FOR OUR **SPIDER-MAN FAN CLUB!**

FORGET IT, FLASH! AFTER WHAT WE JUST SAW, SPIDER-MAN CAN GO JUMP IN THE LAKE!

C'MON, LET'S GET OUT OF HERE!

WHAT'S THE **MATTER** WITH ALL OF YOU?? ARE YOU JUST A BUNCH OF FAIR-WEATHER FRIENDS? SPIDEY MUST HAVE HAD A **REASON** FOR WHAT HE DID!!

OKAY, GO AHEAD! WALK OUT! WHO **NEEDS** YA? I'M STAYING! I'M NOT A DESERTER! OL' SPIDEY STILL HAS **ONE** FAN, ANYWAY!

NUTS! WHAT'S THE **ANGLE**, FLASH? IS HE A **RELATIVE** OF YOURS??

NO! HE'S NOT A RELATIVE! HE'S JUST THE GREATEST GUY IN THE WORLD! AND YOU'LL **ALL** ADMIT IT SOME DAY! JUST WAIT 'N SEE!

AND, WHILE FLASH THOMPSON LOYALLY DEFENDS HIS TEEN-AGE IDOL, PETER PARKER BREATHLESSLY APPROACHES THE HOSPITAL...

JUST A LITTLE BIT FURTHER!

THROWING CAUTION TO THE WINDS, HE USES HIS WEB TO SWING TO THE GROUND, EVEN THOUGH HE'S NOT IN COSTUME...

I DON'T CARE **WHO** SEES ME! I'VE GOT TO REACH AUNT MAY!

BUT, LUCKILY, THE STREET IS DESERTED AT THAT MOMENT...

AND, NOT LONG AFTERWARDS...

YOUR AUNT IS A VERY SICK WOMAN, PETER! BUT, NOW THAT YOU'RE HERE, SHE SEEMS TO HAVE MORE WILL TO LIVE!

STOP THE PRESSES! MR. JAMESON IS PUTTING OUT A SPIDER-MAN EXPOSE EXTRA!

SLOWLY, THE LONG, LONELY HOURS DRAG BY, AS PETER PARKER KEEPS HIS VIGIL, UNTIL...

POOR AUNT MAY! ALL SHE EVER WANTED WAS THE BEST FOR ME! AND I NEVER SPENT ENOUGH TIME WITH HER... OR TRIED TO DO ENOUGH FOR HER!

GENE WARD.

THE CRISIS IS OVER, SON! YOU MAY SEE YOUR AUNT NOW!

PETER... DEAR, DEAR PETER...

DON'T TALK, AUNT MAY! YOU'VE GOT TO REST... GAIN YOUR STRENGTH BACK! DON'T WORRY ABOUT ANYTHING... JUST GET WELL!! YOU'VE GOT TO GET WELL!

FINALLY, WHEN VISITING HOURS HAVE ENDED AND PETER WEARILY WALKS HOME, HE HEARS...

HOW ABOUT THAT? THE BUGLE CALLS SPIDER-MAN A COWARD! ... RIGHT ON THE FRONT PAGE!

MY SON WAS AT THAT FAN CLUB MEETING! HE SAID SPIDER-MAN RAN OFF LIKE A SCARED RABBIT!

SURE! HE'S PROBABLY NOTHING BUT A PHONY! IT SHOWS WHAT A BIG PUBLICITY BUILD-UP WILL DO FOR A GUY!

IT LOOKS LIKE I'VE BECOME "PUBLIC HEEL #1" PRACTICALLY OVERNIGHT!

BETTY IS HURT BECAUSE SHE THINKS I WENT TO THE CLUB WITH LIZ INSTEAD OF HER!

EVERYONE THINKS I'M YELLOW, AND I'VE PROBABLY LOST ANY FANS I MIGHT HAVE HAD!

ON TOP OF ALL THAT, THE GREEN GOBLIN IS FREE AGAIN, AND MAY STRIKE AT ANY TIME!

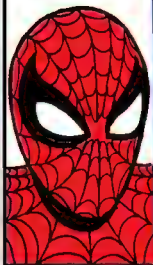
AND THE ONE PERSON WHO'S BEEN KINDER TO ME THAN ANYONE ELSE IN MY WHOLE LIFE IS IN THE HOSPITAL NOW, AND THERE'S NOTHING I CAN DO TO HELP HER!

A LOT OF GOOD IT DOES ME TO BE SPIDER-MAN! SOMETIMES I WISH I HAD NEVER HEARD THAT NAME!

WHY DON'T THINGS EVER SEEM TO TURN OUT RIGHT FOR ME? WHY DO I SEEM TO HURT PEOPLE, NO MATTER HOW I TRY NOT TO? IS THIS THE PRICE I MUST ALWAYS PAY FOR BEING... SPIDER-MAN??!

AND SO WE TAKE OUR LEAVE OF THE WORLD'S MOST HUMAN, MOST MISUNDERSTOOD SUPER-HERO! BUT, IF YOU THINK HIS LIFE IS COMPLICATED NOW, JUST WAIT TILL YOU SEE THE HAND THAT A CAPRICIOUS FATE DEALS HIM NEXT ISSUE! WE PROMISE YOU A TALE YOU WILL NOT SOON FORGET!

The End.



MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

18
NOV.

IND.

ONLY MIGHTY MARVEL
WOULD DARE TO ATTEMPT
SUCH A TALE!

"THE END OF SPIDER-MAN!"

THE STORY YOU NEVER
EXPECTED TO READ!!

WHY DOES SPIDEY CRINGE IN
HELPLESS FEAR AS THE EVIL
SANDMAN
STALKS THE CITY'S STREETS?
BE PREPARED FOR COUNTLESS
*
SURPRISES IN THIS GREAT,
DRAMATIC, OFF-BEAT ISSUE!





"The END of SPIDER-MAN!"

ngle

SPECIAL
EXTRA

SPIDER-MAN A COWARD! FLEES IN TERROR!

By J. Jonah Jameson,
Publisher



FORGET EVERYTHING YOU'VE EVER
READ ABOUT SPIDEY BEFORE!!
FORGET EVERY SUPER-HERO
THRILLER YOU'VE EVER SEEN!!
THROW AWAY ALL YOUR PRE-
CONCEIVED IDEAS OF WHAT A
FULL LENGTH MAGAZINE DRAMA
SHOULD BE LIKE!
THIS ONE IS DIFFERENT!
THIS ONE IS A SENSATION!
THIS ONE IS JUST FOR YOU!

NO ONE WILL EVER LAUGH
AT J. JONAH JAMESON AGAIN!
I TOLD THEM SPIDER-MAN
WAS A HEEL ... A COWARDLY
QUITTER ... AND NOW, SINCE
HE RAN AWAY FROM THE
GREEN GOBLIN*, THE WORLD
KNOWS I'M RIGHT!

* SEE SPIDER-MAN #17
"THE RETURN OF THE
GREEN GOBLIN!" ...EDITOR.

WRITTEN BY:
STAN LEE
AUTHOR OF "THE FANTASTIC FOUR"

ILLUSTRATED BY:
STEVE DITKO
ILLUSTRATOR OF "DR. STRANGE"

LETTERED BY:
SAM ROSEN
LETTERER OF... "PATSY WALKER"?!!

X-797

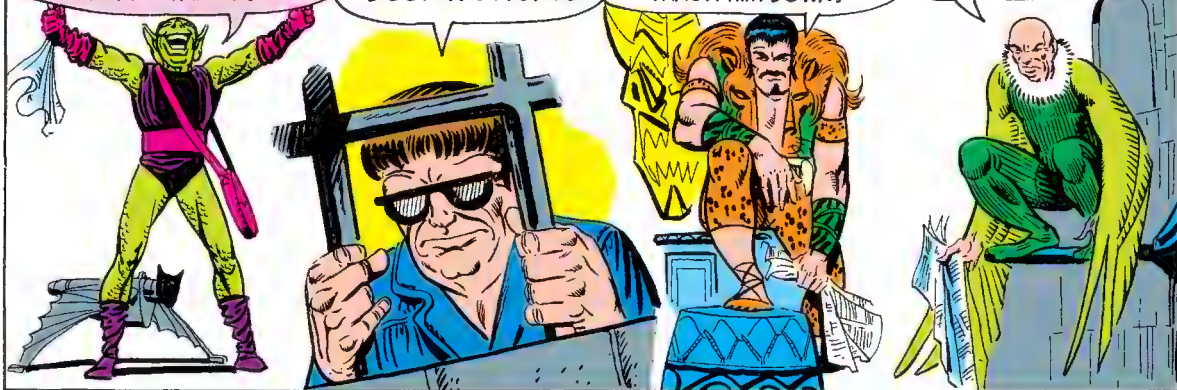
A SHORT TIME AGO, SPIDER-MAN SEEMED TO SUFFER HIS GREATEST DEFEAT AT THE HANDS OF THE MYSTERIOUS **GREEN GOBLIN!** AND NOW, LET US OBSERVE THE REACTIONS OF VARIOUS FAMILIAR CHARACTERS TO THAT UNEXPECTED OCCURRENCE ...

I'M THE **FIRST** ONE TO MAKE SPIDER-MAN RUN AWAY LIKE A WHIPPED DOG! NOW, AT LAST, **THE GREEN GOBLIN** WILL BE WORLD-FAMOUS!

IF ONLY **I** COULD HAVE BEEN THE ONE TO DEFEAT HIM! THE VICTORY **SHOULD** HAVE BELONGED TO **DOCTOR OCTOPUS!**

EVEN THOUGH HE **LOST**, SPIDER-MAN IS STILL AT LARGE! THAT MEANS **KRAVEN THE HUNTER** MIGHT **STILL** BE ABLE TO TRACK HIM DOWN!

HOW COULD THE GREEN GOBLIN BEAT HIM WHEN I, **THE VULTURE**, COULDN'T ?? I STILL CAN'T BELIEVE IT!



WHAT'RE YOU LOOKIN' SO **GLOOMY** ABOUT, HOTHEAD? I THOUGHT THAT WEBHEAD WAS NUMBER ONE ON YOUR HATE PARADE!

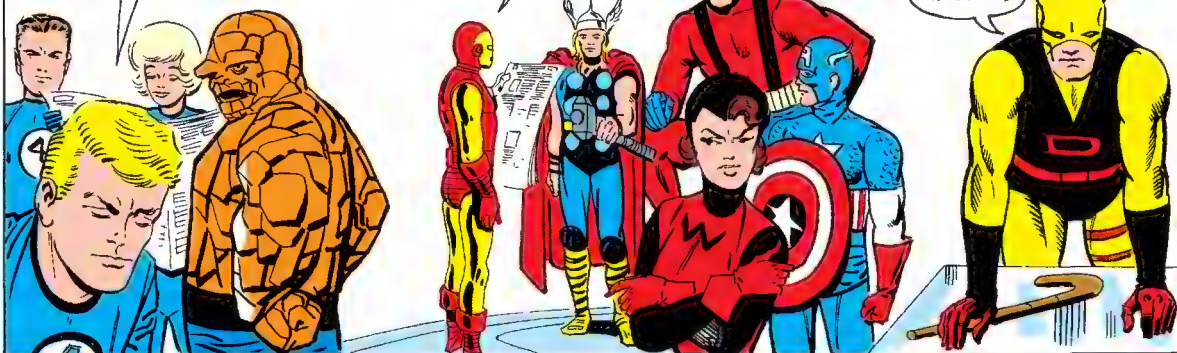
SURE, BEN, WE WERE ALWAYS FEUDIN'... BUT I STILL HAD A LOT OF **RESPECT** FOR SPIDEY! IF I HADN'T SEEN HIM RUN AWAY WITH MY OWN EYES...

TOO BAD ABOUT SPIDER-MAN! IT SORT OF PUTS **ALL** COSTUMED CRIME-FIGHTERS IN A BAD LIGHT!

IT APPEARS HIS COURAGE DID NOT MATCH HIS POWER!

WASPS AND SPIDERS ARE NATURAL ENEMIES... SO I CAN'T HONESTLY SAY I'M SORRY FOR HIM!

WHEN LAST I MET SPIDER-MAN, MY INSTINCTS TOLD ME HE WAS A VALIANT FIGHTER! HOW COULD THE SUPER-SHARP SENSES OF **DAREDEVIL** HAVE BEEN SO WRONG?



EVEN WITH THE AVERAGE MAN IN THE STREET, SPIDER-MAN'S BATTLE AGAINST THE GREEN GOBLIN IS THE NUMBER ONE TOPIC ...

I **STILL** DON'T SEE WHY HE RAN AWAY! IT LOOKED TO ME LIKE SPIDEY WAS **WINNING!**

J. JONAH JAMESON WAS **RIGHT** ALL THE TIME! SPIDER-MAN WAS JUST A **COWARD**... LIKE **ALL** BULLIES!

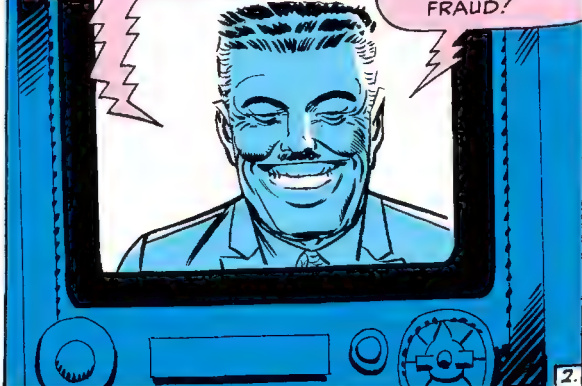
APPARENTLY JAMESON WAS SMARTER THAN WE **THOUGHT!**

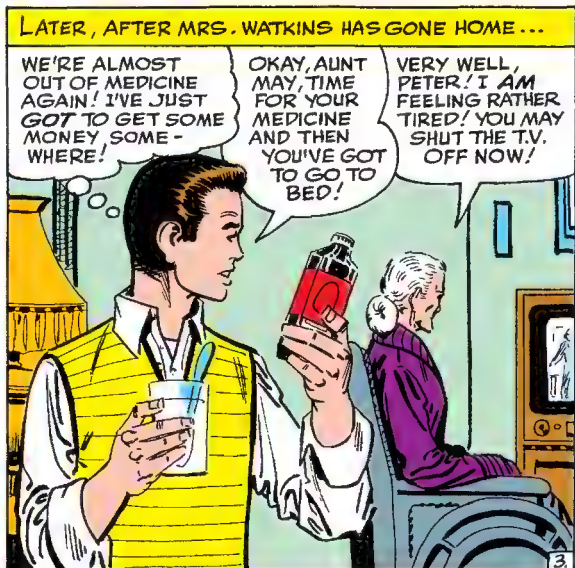
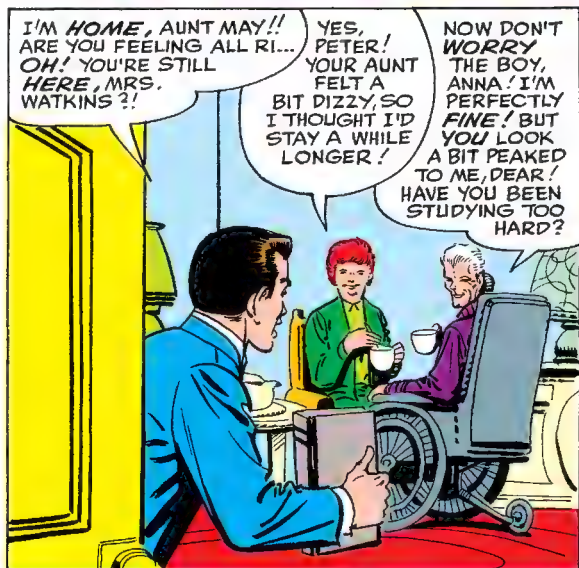
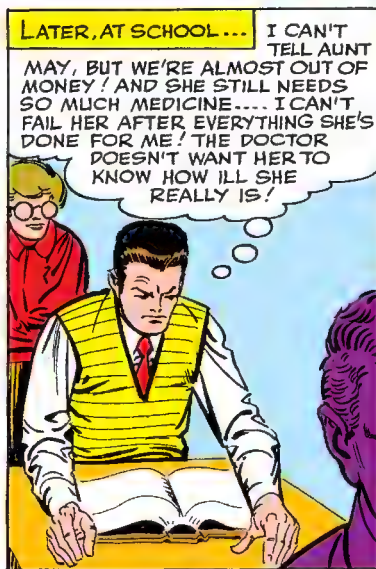
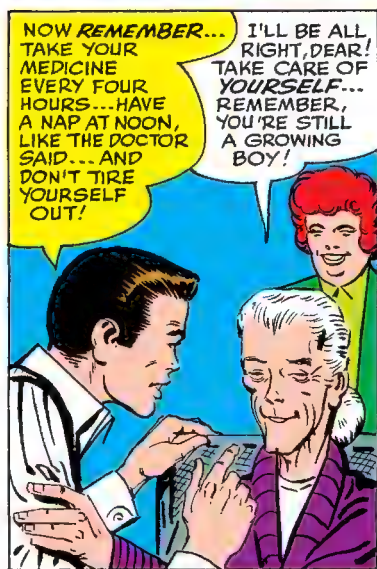
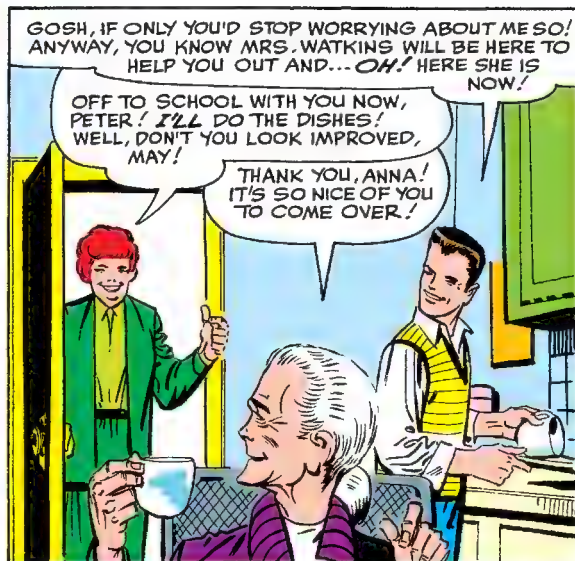
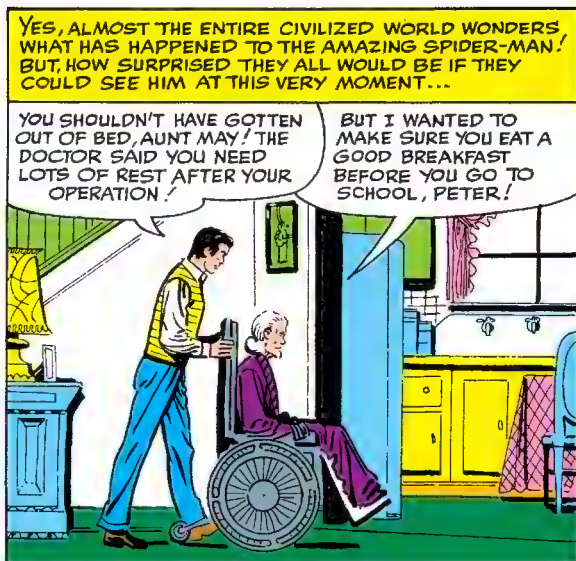


AND, THE GLOATING PUBLISHER OF THE DAILY BUGLE MISSES NO TRICKS IN PUBLICIZING HIS TRIUMPH ...

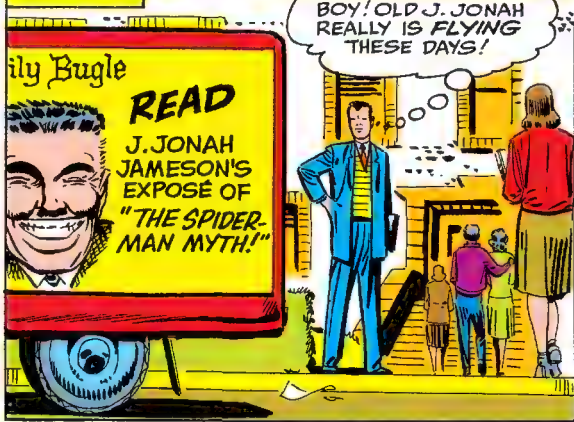
NOW THAT THE DECENT PEOPLE OF OUR CITY HAVE GOTTEN WISE TO SPIDER-MAN, HE HASN'T BEEN SEEN FOR WEEKS! AT LAST WE'RE **RID** OF THAT MASKED MENACE!

AND REMEMBER, THE DAILY BUGLE WAS THE **FIRST** TO EXPOSE HIM AS A DANGEROUS FRAUD!





YES, *THAT'S* WHY SPIDER-MAN HASN'T BEEN HEARD FROM LATELY! IT'S IMPOSSIBLE TO LOOK AFTER A SICK AUNT WHO IS RECOVERING FROM A SERIOUS OPERATION, AND STILL SPEND TIME SWINGING THROUGH THE CITY IN SEARCH OF ADVENTURE! BUT, THERE ARE STILL *SOME* WHO HAVEN'T FORGOTTEN SPIDEY...



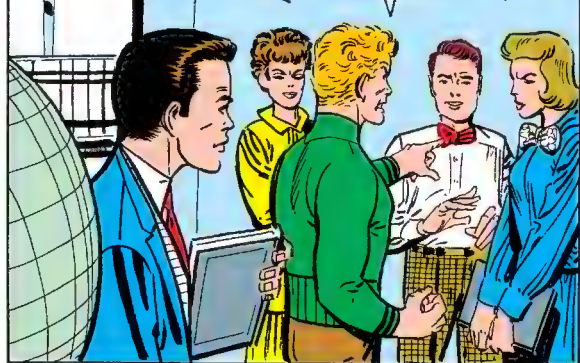
BOY! OLD J. JONAH REALLY IS FLYING THESE DAYS!

AND, PROBABLY THE LAST TRUE FAN THAT SPIDEY HAS LEFT IS *FLASH THOMPSON*, THE ARCH-RIVAL OF PETER PARKER...

I TELL YOU, IF SPIDEY RAN AWAY FROM THE GREEN GOBLIN, HE HAD A GOOD REASON!

SURE HE DID! HE'S A PROFESSIONAL COWARD!

SAY THAT AGAIN AND I'LL PASTE YOU ONE!

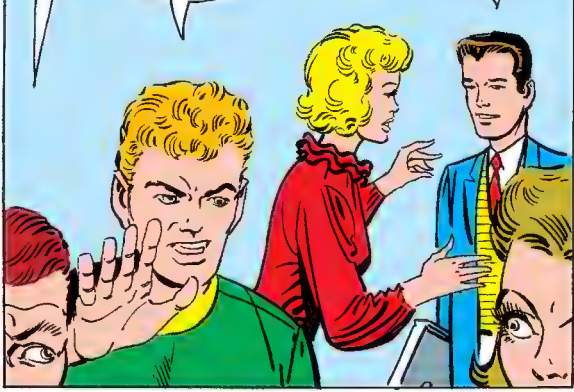


SKIP IT, FLASH! THAT WEB-HEAD ISN'T WORTH FIGHTIN' ABOUT!

JUST WATCH WHAT YOU SAY ABOUT HIM FROM NOW ON!

OH, HELLO, PETER! HOW IS YOUR AUNT?

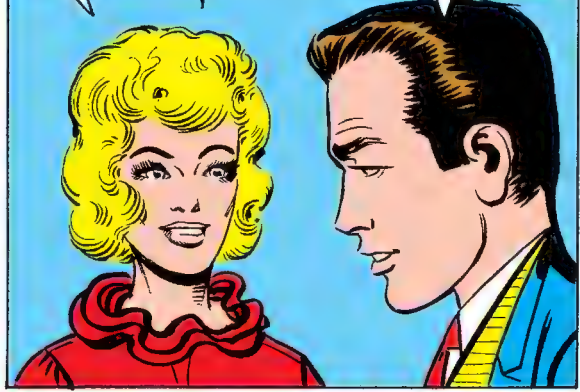
A LITTLE BETTER, I GUESS, LIZ! BOY, FLASH SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?



YES! HE SEEMS TO LIKE *HIM* AS MUCH AS HE *DISLIKES* YOU!

BY THE WAY, THERE'S A NEW PETER SELLERS MOVIE AT THE DRIVE-IN TONIGHT THAT I'VE BEEN DYING TO SEE!

REALLY? I'D LIKE TO SEE IT, TOO! BUT I, EH, HAVE SOMETHING TO DO LATER ON...

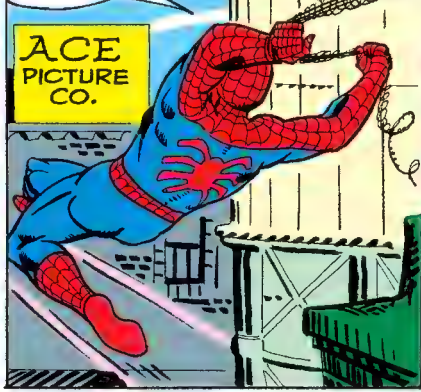


LIZ REALLY ISN'T A BAD KID, ALTHOUGH I PREFER BETTY BRANT... BUT I CAN'T THINK ABOUT *GIRLS* NOW! I'VE GOT AN IDEA HOW TO EARN SOME MONEY *FAST*!



AND SO, AFTER SCHOOL, A DRAMATIC, COSTUMED FIGURE SWINGS DARINGLY TOWARDS A MIDTOWN OFFICE BUILDING...

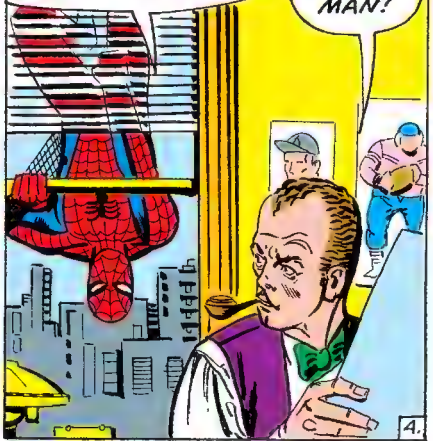
THIS IS THE PLACE!



ARE *YOU* THE ONES WHO MAKE THOSE KIDS' TRADING CARDS WITH PICTURES OF SPORTS STARS AND ACTORS ON THEM??

YEAH, WHO WANTS TO KNOW?

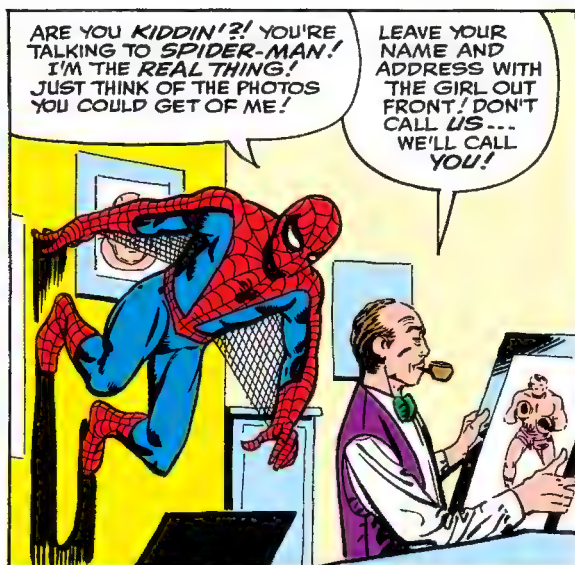
OH... SPIDER-MAN!





THIS IS YOUR **BIG CHANCE**, FELLA! HOW MUCH IS IT WORTH TO YOU TO MAKE TRADING CARDS WITH **MY** PICTURE ON THEM! I'LL GIVE YOU AN EXCLUSIVE CONTRACT!

SORRY, WE'RE NOT INTERESTED! DON'T SLAM THE WINDOW ON YOUR WAY OUT!



ARE YOU **KIDDIN'?** YOU'RE TALKING TO **SPIDER-MAN!** I'M THE **REAL THING!** JUST THINK OF THE PHOTOS YOU COULD GET OF ME!

LEAVE YOUR NAME AND ADDRESS WITH THE GIRL OUT FRONT! DON'T CALL **US**... WE'LL CALL **YOU!**

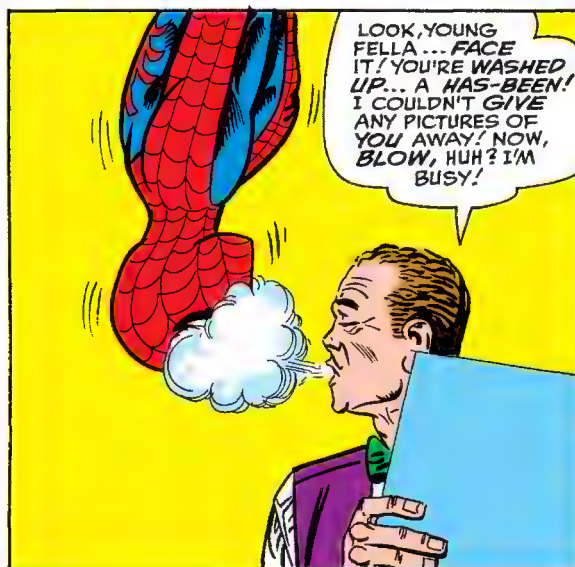


BUT JUST IMAGINE HOW THE KIDS WOULD EAT UP A PICTURE OF ME DOING **THIS!**

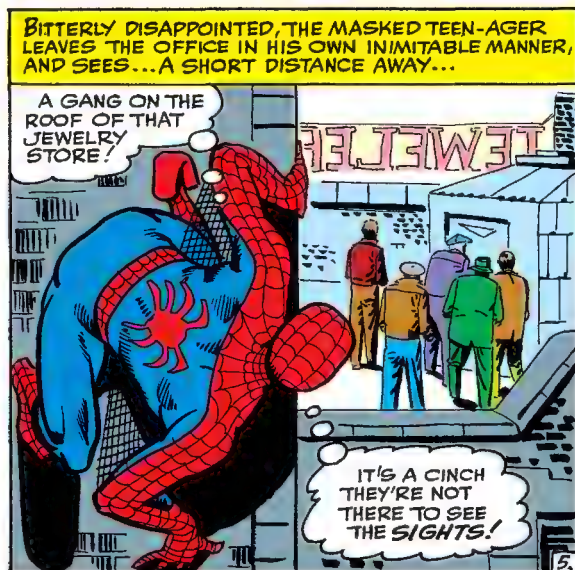
OR HOW ABOUT SOMETHING LIKE **THIS??**

YOU'D SELL A **MILLION** CARDS, EASY!

I DON'T **GET** IT! YOU'RE NOT EVEN **LOOKING!** WHAT'S **WRONG??**

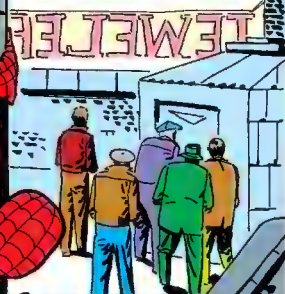


LOOK, YOUNG FELLA... **FACE** IT! YOU'RE **WASHED UP...** A **HAS-BEEN!** I COULDN'T **GIVE** ANY PICTURES OF **YOU** AWAY! NOW, **BLOW**, HUH? I'M **BUSY!**

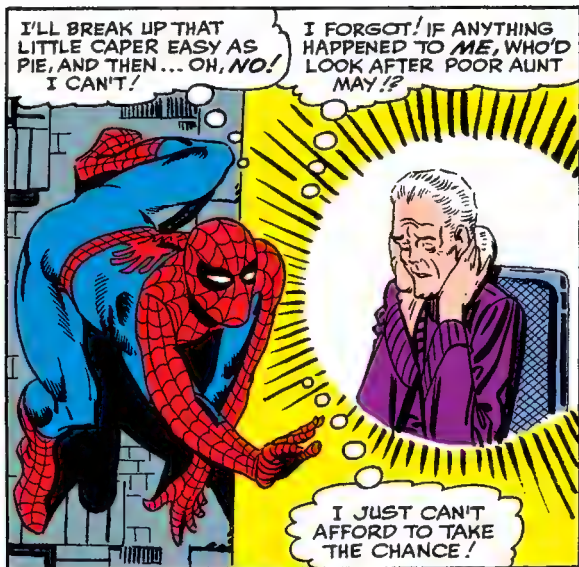


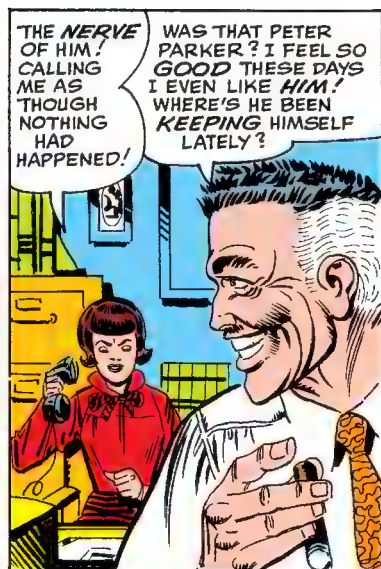
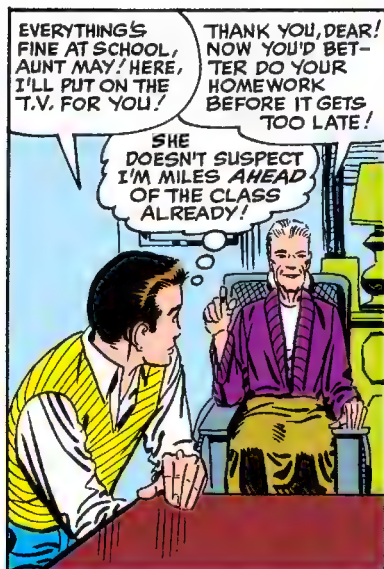
BITTERLY DISAPPOINTED, THE MASKED **TEEN-AGER** LEAVES THE OFFICE IN HIS OWN **INIMITABLE** MANNER, AND SEES... A **SHORT DISTANCE** AWAY...

A GANG ON THE ROOF OF THAT **JEWELRY** STORE!

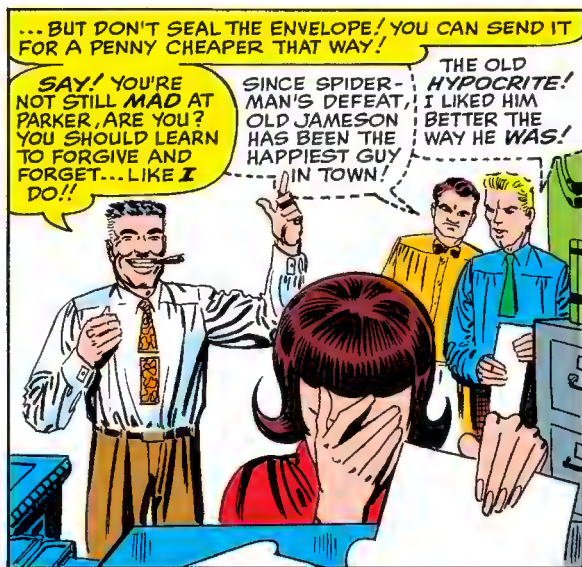


IT'S A **CINCH** THEY'RE NOT THERE TO SEE THE **SIGHTS!**





* SEE SPIDER-MAN #17...EDITOR.



AND, AS THE LONG HOURS TICK BY...

SHE'S RESTING NOW! POOR AUNT MAY... SHE'S DONE SO *MUCH* FOR ME! BROUGHT ME UP LIKE I WAS HER OWN SON! I CAN'T FAIL HER NOW WHEN SHE *NEEDS* ME! I'VE GOT TO TAKE CARE OF HER TILL SHE'S WELL AGAIN!

BUT IT GETS SO *LOVELY* SOMETIMES! IF ONLY *BETTY* WEREN'T MAD AT ME! I'LL CALL HER AGAIN...

NO ANSWER! CAN SHE BE OUT WITH ANOTHER FELLA ?? OR IS SHE NOT ANSWERING BECAUSE SHE SUSPECTS IT'S *ME* ??

ALTHOUGH HE CANNOT BE SURE OF IT, PETER'S *SECOND* GUESS IS THE CORRECT ONE ...

IT *MUST* BE PETE! I *KNOW* IT! BUT I DON'T TRUST MYSELF TO SPEAK TO HIM!

I MIGHT LISTEN TO MY HEART... AND MAKE UP WITH HIM, AS I'M *LONGING* TO! BUT I *MUSTN'T*! I SIMPLY COULDN'T BEAR TO BE HURT AGAIN!

THEN, AS THE DEJECTED TEEN-AGER SITS MOROSELY IN HIS LONELY ROOM, HIS THOUGHTS BEGIN TO WANDER ... BACK TO THE RECENT PAST ...

I WONDER HOW BETTY WOULD FEEL IF SHE KNEW I WAS *SPIDER-MAN*! I'M THE ONE WHO'S RISKED HIS LIFE SO OFTEN TO SAVE HER...

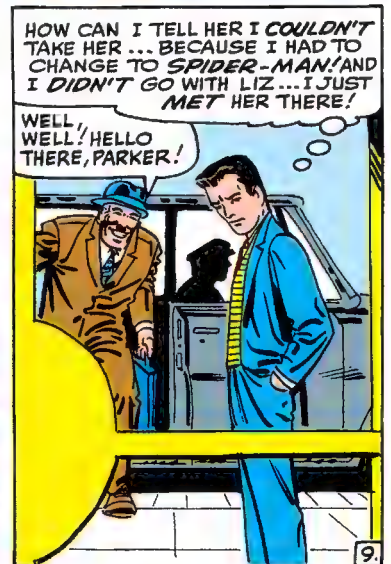
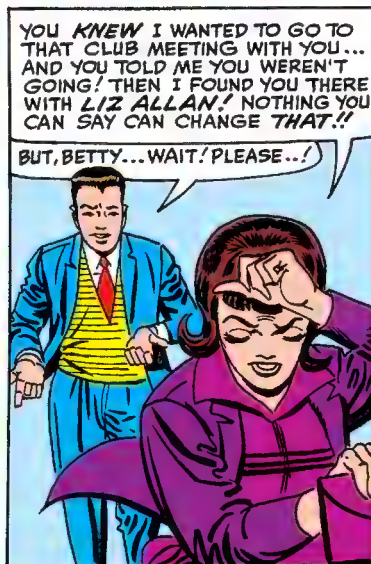
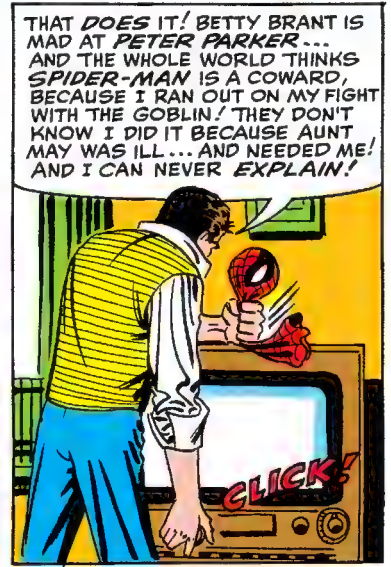
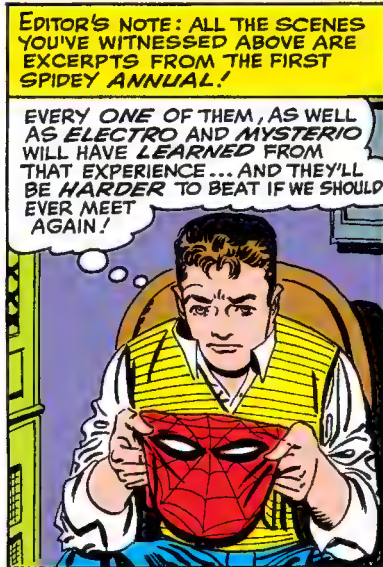
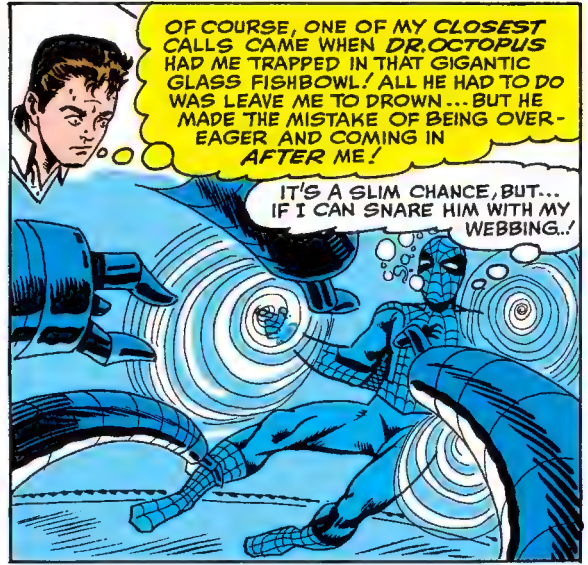
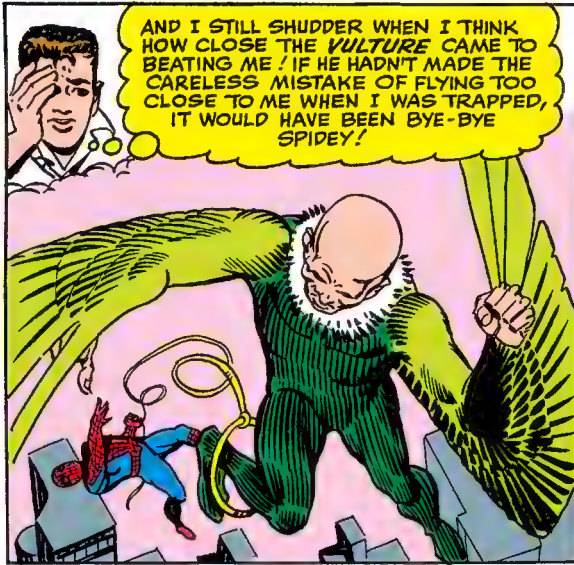
IT WASN'T LONG AGO THAT I DEFIED SOME OF MY MOST DANGEROUS ENEMIES IN ORDER TO RESCUE BETTY AND AUNT MAY! I REMEMBER HOW THE *SANDMAN* ALMOST BEAT ME ... HE *MIGHT* HAVE, IF I HADN'T BEEN ABLE TO HOLD MY BREATH LONGER THAN HE!*

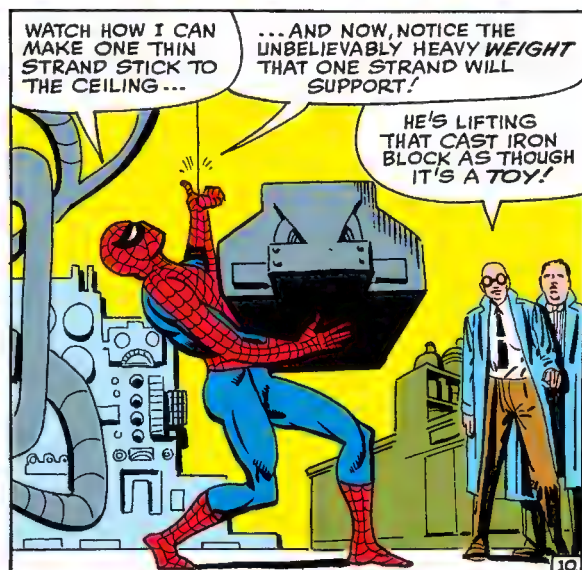
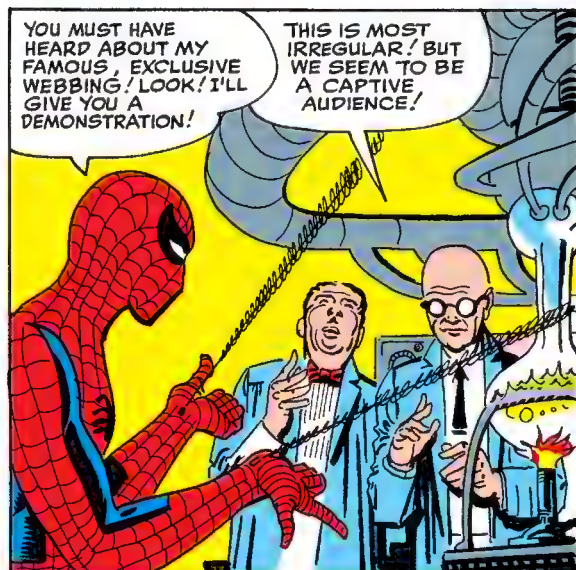
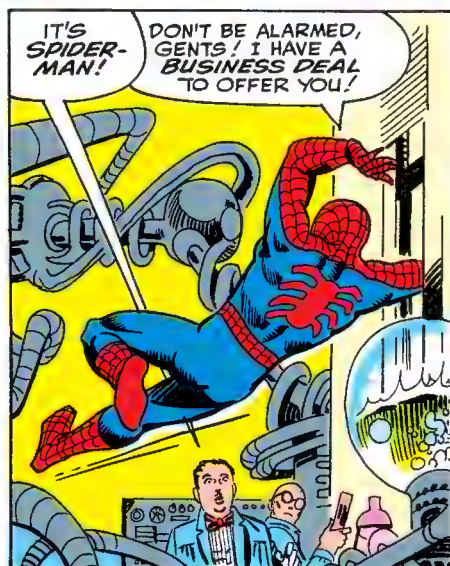
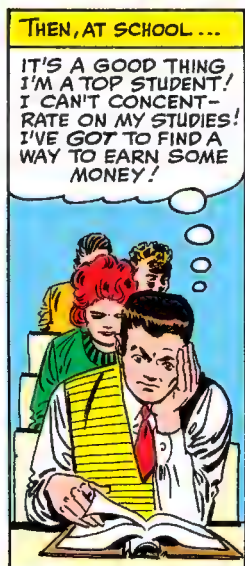
I CAN OUT-LAST HIM IN THIS AIRLESS ROOM BECAUSE OF MY EXTRA-STRONG LUNGS!

THEN, THERE WAS THE TIME *KRAVEN THE HUNTER* HAD ME TRAPPED! IF I HADN'T BEEN ABLE TO *OUT-RUN* HIM, THERE'S NO TELLING *WHAT* MIGHT HAVE HAPPENED! HE SURE WAS A POWERFUL ENEMY!

SPIDER-MAN, IF I EVER GET MY HANDS ON YOU ...!

* SEE SPIDER-MAN ANNUAL #1...EDITOR.







HOW ABOUT IT, MEN? IMAGINE IF YOU COULD SELL PASTE THAT WAS **THIS** STRONG!!

I CAN HARDLY BELIEVE MY EYES!

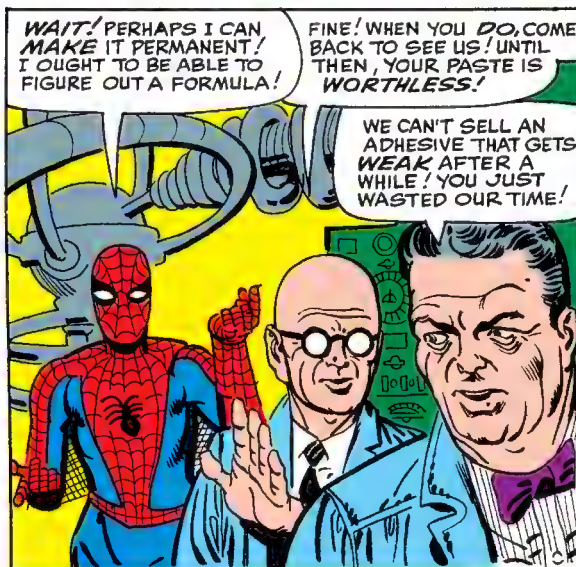
HE'S **RIGHT!** SUCH A PASTE WOULD MAKE US A **FORTUNE** ON THE OPEN MARKET!



BUT A FEW MINUTES LATER...

WHAT HAPPENED?

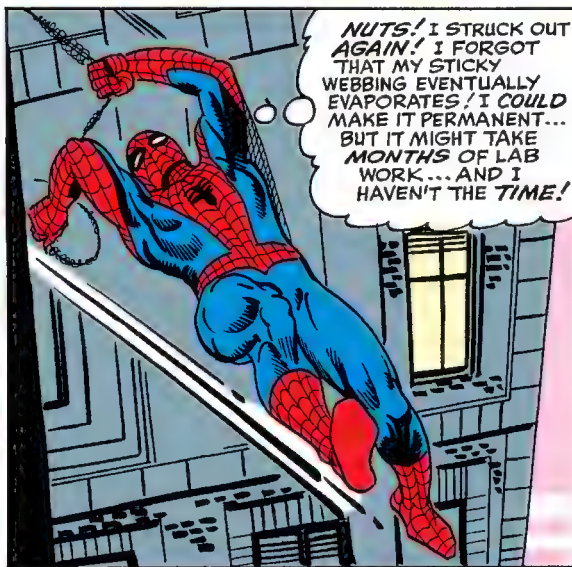
OH, DON'T WORRY ABOUT **THIS!** IT JUST **SNAPPED!** I MADE IT SO IT WON'T HOLD TOO LONG! I DIDN'T WANT MY ENEMIES TO STAY TIED UP **FOREVER!** BUT, IF IT ISN'T **PERMANENT** WE CAN'T **USE IT!**



WAIT! PERHAPS I CAN **MAKE IT PERMANENT!** I OUGHT TO BE ABLE TO FIGURE OUT A FORMULA!

FINE! WHEN YOU **DO**, COME BACK TO SEE US! UNTIL THEN, YOUR PASTE IS **WORTHLESS!**

WE CAN'T SELL AN ADHESIVE THAT GETS **WEAK** AFTER A WHILE! YOU JUST WASTED OUR TIME!



NUTS! I STRUCK OUT AGAIN! I FORGOT THAT MY STICKY WEBBING EVENTUALLY **EVAPORATES!** I **COULD** MAKE IT PERMANENT... BUT IT MIGHT TAKE **MONTHS** OF LAB WORK... AND I **HAVEN'T THE TIME!**

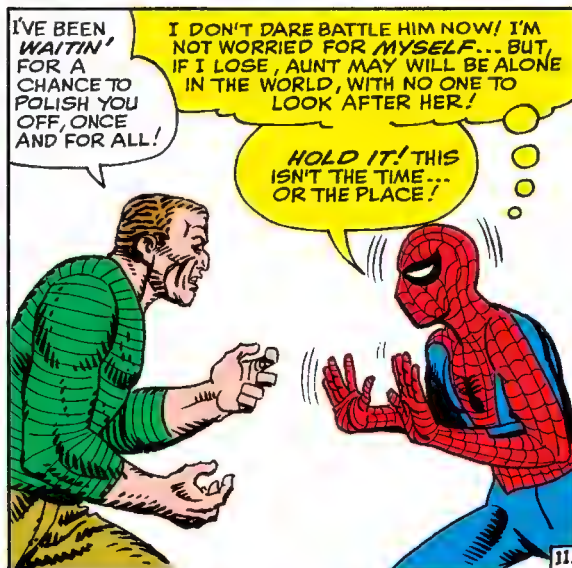


ANYWAY... AT LEAST THINGS CAN'T GET ANY **WORSE!**

ULP! I WAS EVEN WRONG **THERE!**

WELL, WELL! LOOKS LIKE THIS IS MY **LUCKY DAY!**

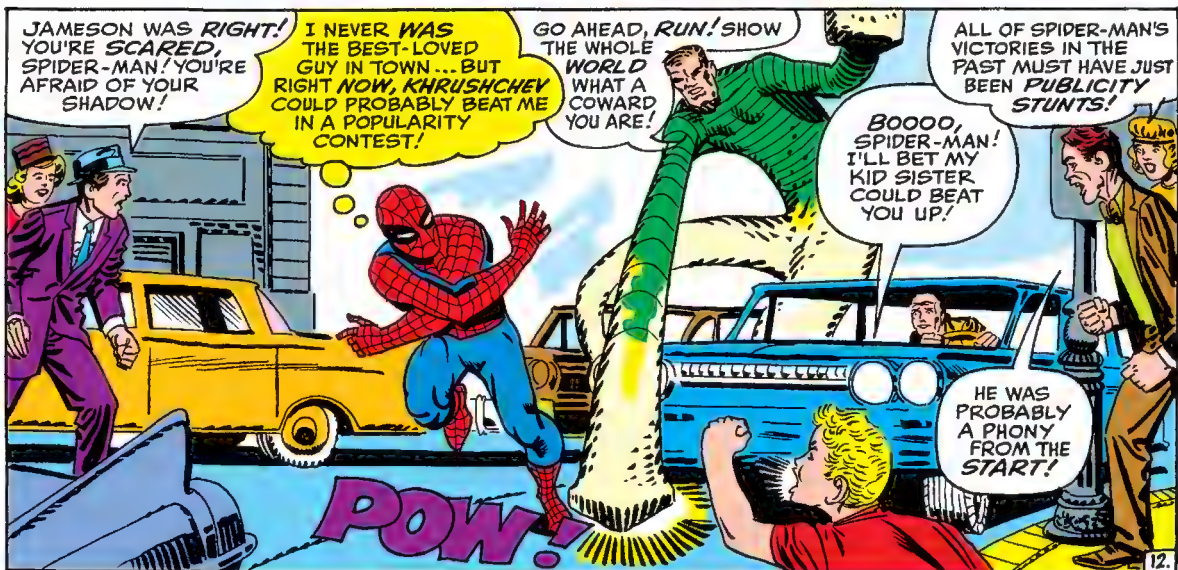
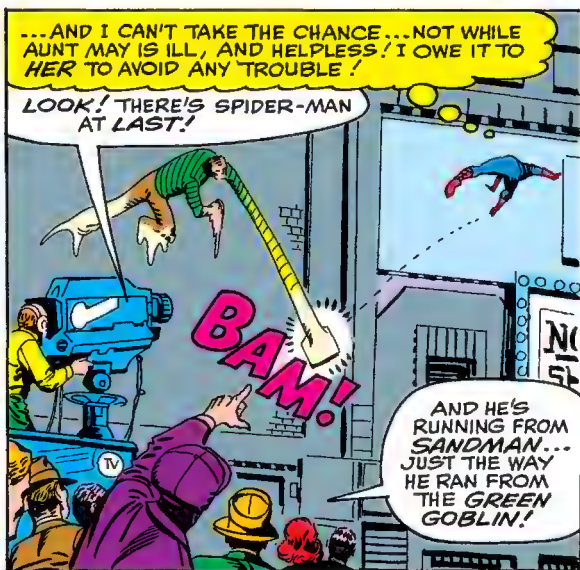
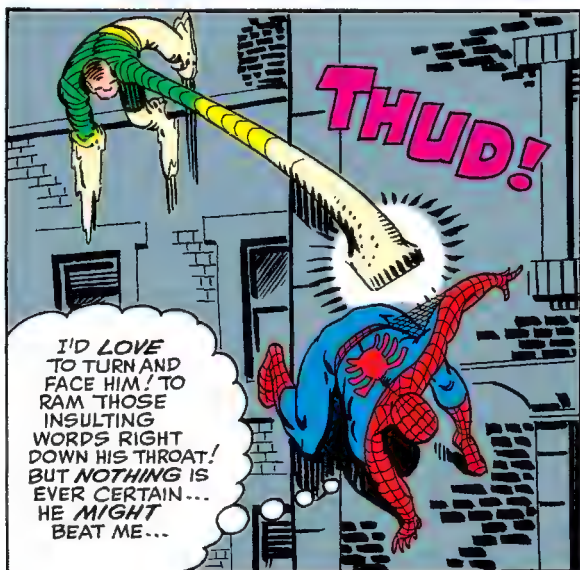
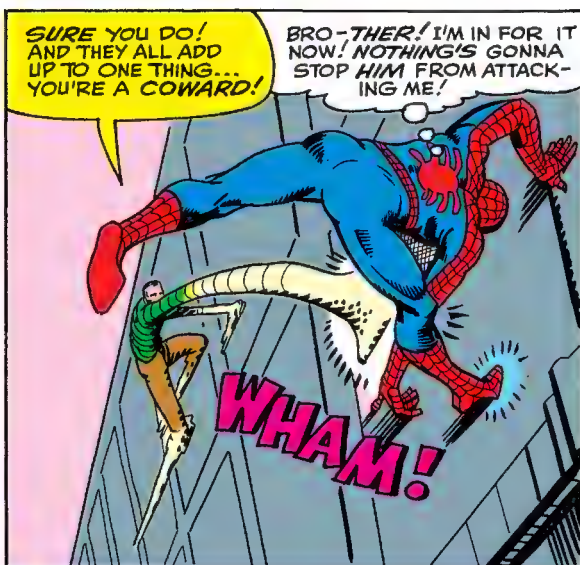
THE **SANDMAN!!**

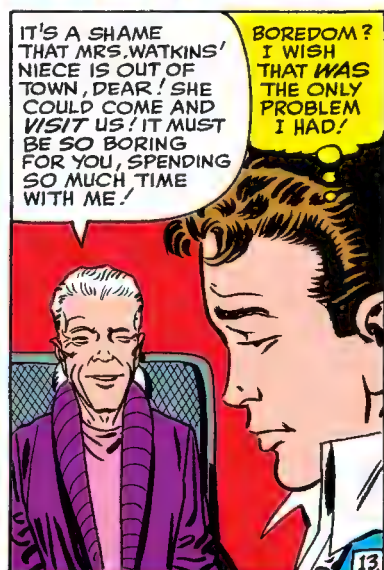
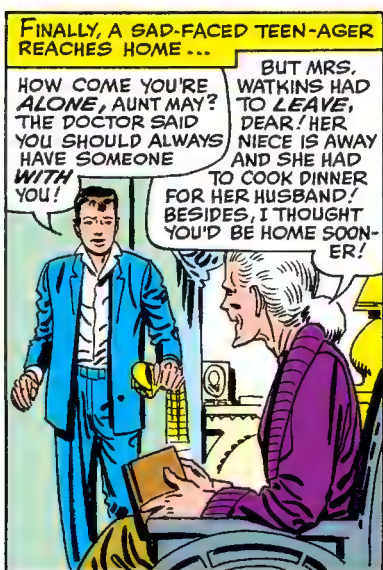
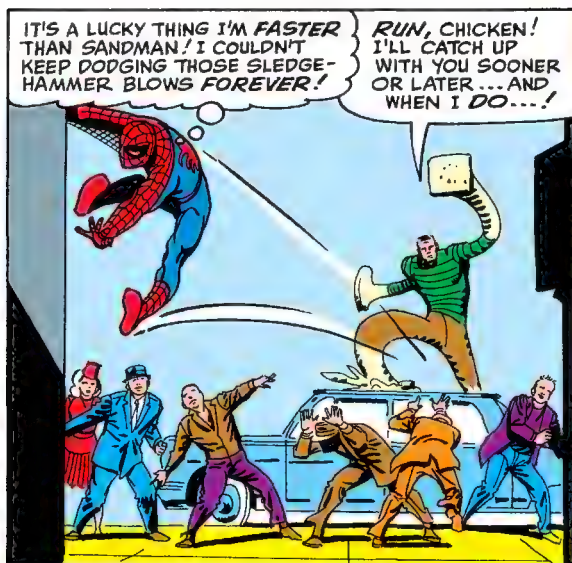


I'VE BEEN **WAITIN'** FOR A CHANCE TO **POLISH YOU OFF**, ONCE AND FOR ALL!

I DON'T DARE BATTLE HIM NOW! I'M NOT WORRIED FOR **MYSELF...** BUT IF I **LOSE**, AUNT MAY WILL BE ALONE IN THE WORLD, WITH NO ONE TO LOOK AFTER HER!

HOLD IT! THIS ISN'T THE TIME... OR THE PLACE!





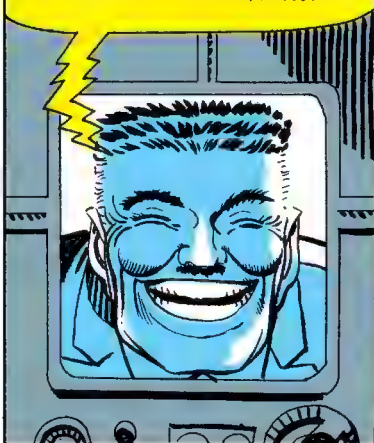
AND SO IT GOES! WITH EACH PASSING MINUTE, THINGS LOOK GLOOMIER AND GLOOMIER FOR THE WORRIED TEEN-AGER! AND THE NOW-JOVIAL J. JONAH JAMESON DOESN'T MISS A TRICK IN REMINDING THE PUBLIC OF HOW **RIGHT** HE WAS ABOUT SPIDER-MAN ...

AND NOW WE PRESENT A VIDEO-TAPE RE-RUN OF THIS AFTERNOON'S TOP NEWS STORY... THE FRIGHTENED FLIGHT OF SPIDER-MAN WHILE THE CITY WATCHED IN SHOCK

NOW THE WHOLE CITY... PROBABLY THE WHOLE **WORLD**, THINKS I'M NOTHING BUT A DISCREDITED COWARD! AND, AS LONG AS AUNT MAY REMAINS SERIOUSLY ILL, THERE'S NOTHING I CAN DO ABOUT IT!



AS A SPECIAL ATTRACTION, LET'S WATCH THAT SAME SCENE IN **SLOW MOTION**, SPONSORED BY THE **DAILY BUGLE**... THE PAPER THAT TELLS THE **TRUTH**!

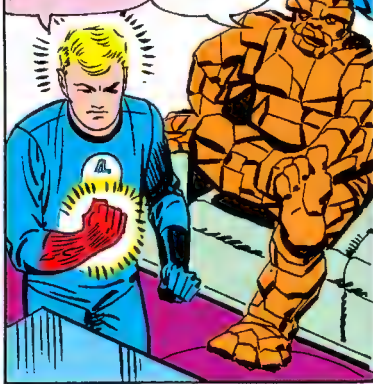


THAT'S **IT**! I CAN'T TAKE ANY MORE OF THAT GRINNING APE! I'D RATHER WATCH **DR. DOOM** READING NURSERY RHYMES TO THE KIDDIES!



I TELL YOU, BENJAMIN, THERE'S **MORE** TO ALL THIS THAN MEETS THE EYE! I JUST **KNOW** SPIDEY ISN'T A COWARD!

SURE! SURE! AND YOU STILL HANG UP YOUR WOOLY LITTLE STOCK-IN' FOR **SANTA CLAUS**, TOO!



KNOCK IT OFF, BIG BUDDY! I'M **SERIOUS**!

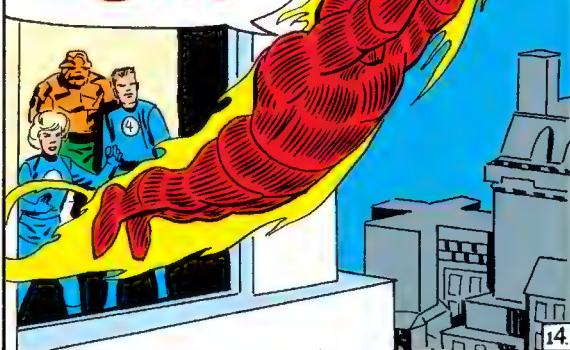
WHY WOULD A FELLA WHO'S RISKED HIS LIFE A DOZEN TIMES AGAINST THE TOUGHEST ODDS SUDDENLY TURN **YELLOW**?? REMEMBER... I'VE **SEEN** HIM IN ACTION ... AND HE'S ONE OF THE **BEST**!

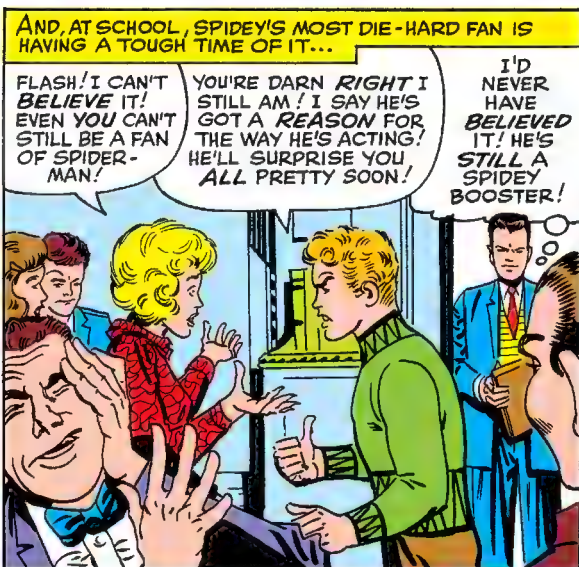
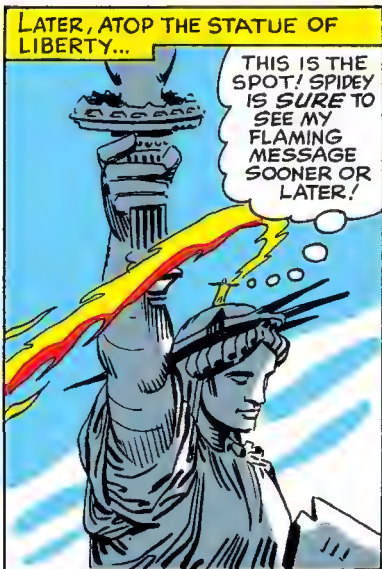
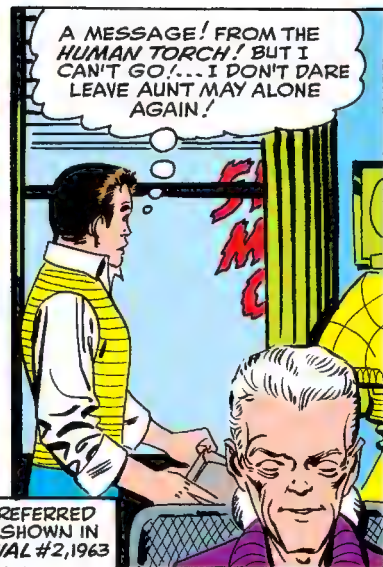
I'M INCLINED TO **AGREE** WITH YOU, JOHNNY! PEOPLE DON'T CHANGE THEIR BASIC NATURE WITHOUT GOOD CAUSE! AS FOR SPIDER-MAN, I WONDER...

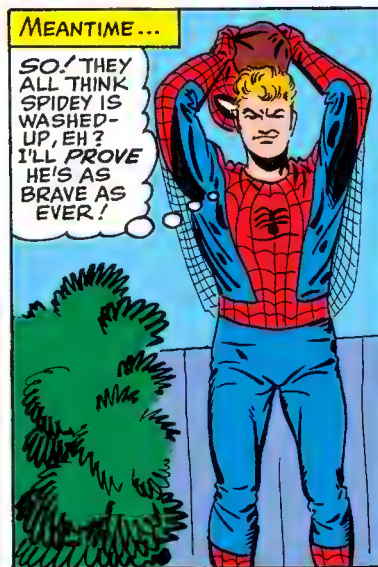
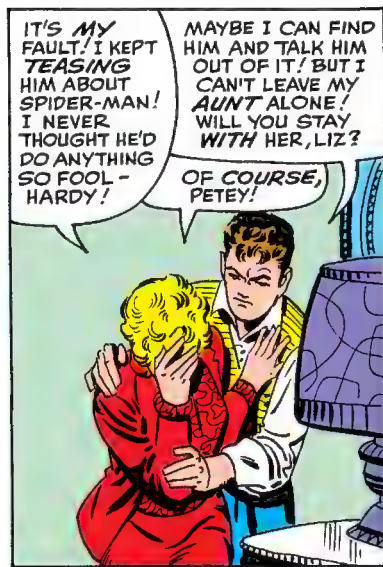


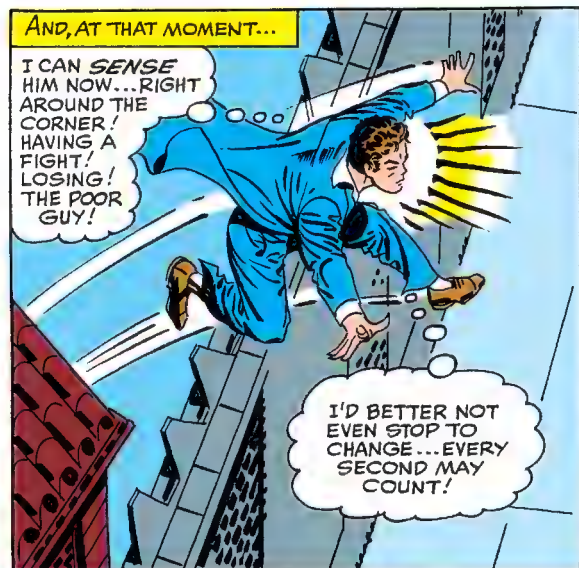
AND THEN, ACTING ON A SUDDEN IMPULSE, THE YOUNGEST MEMBER OF THE FABULOUS **FANTASTIC FOUR** LITTERS A DRAMATIC CRY AND BLAZES THROUGH THE WINDOW LIKE A CRIMSON METEOR...!

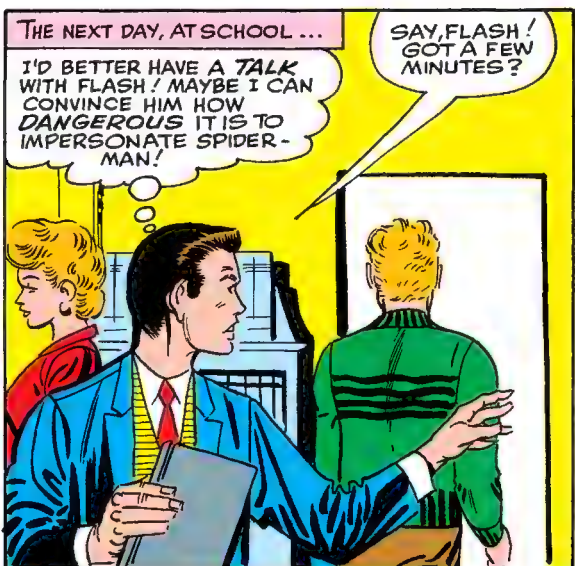
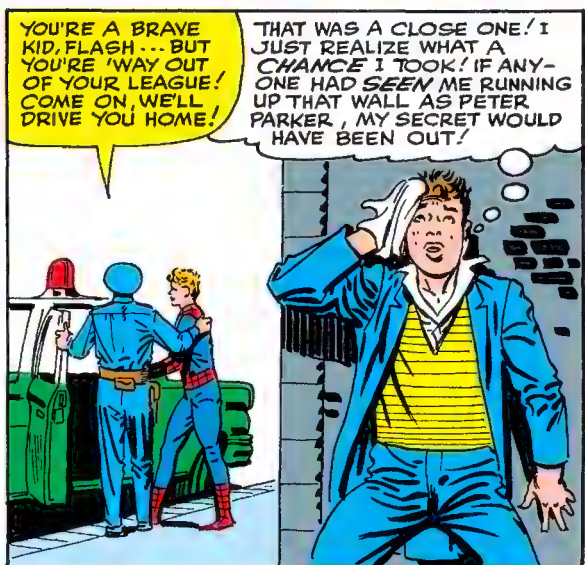
FLAME ON!

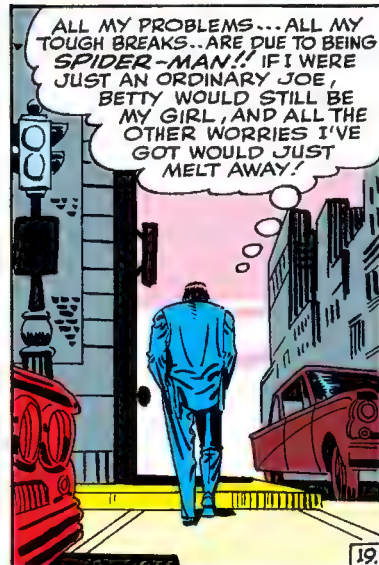
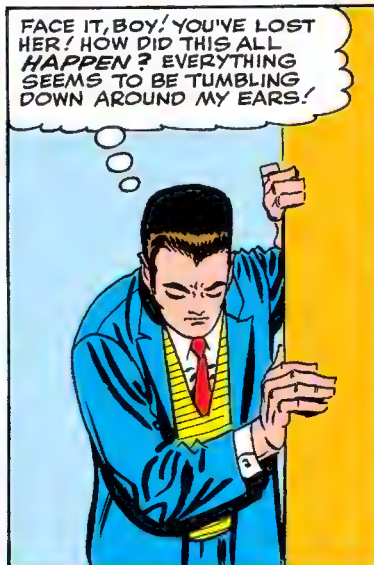
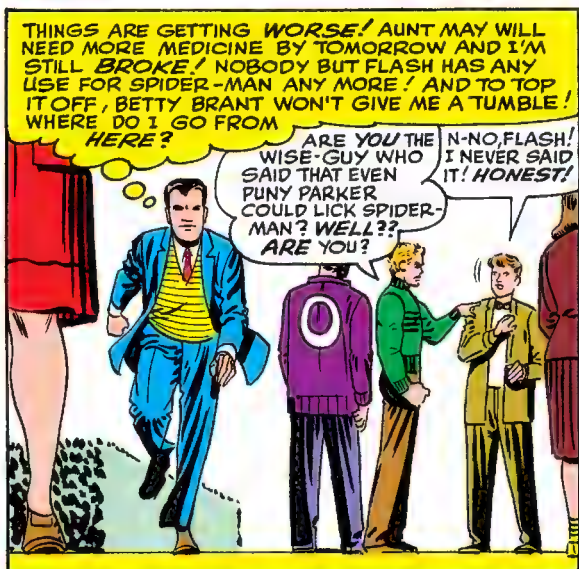
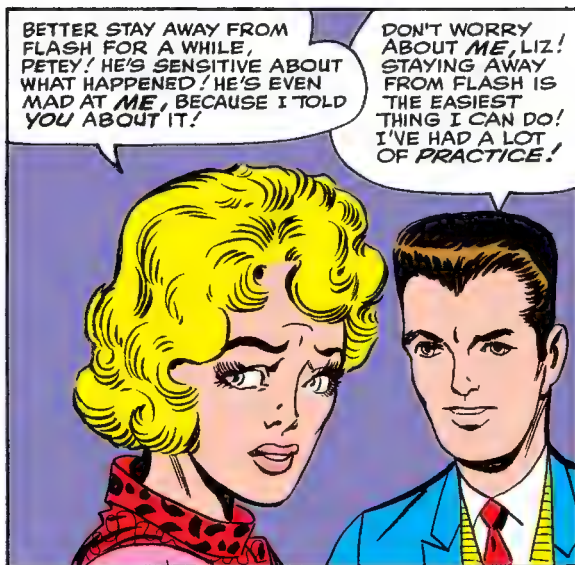
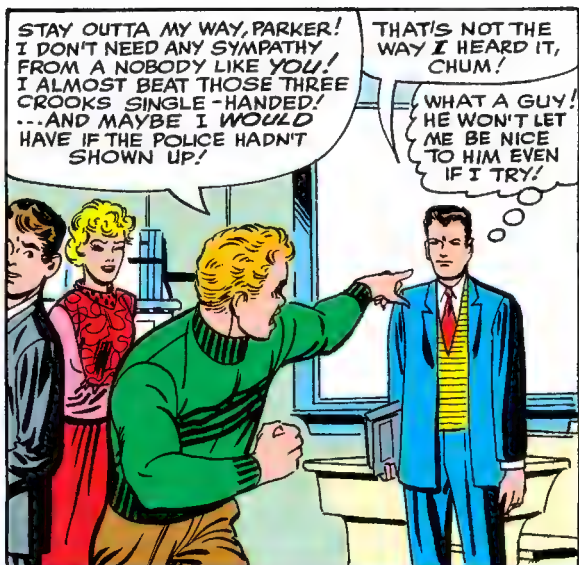


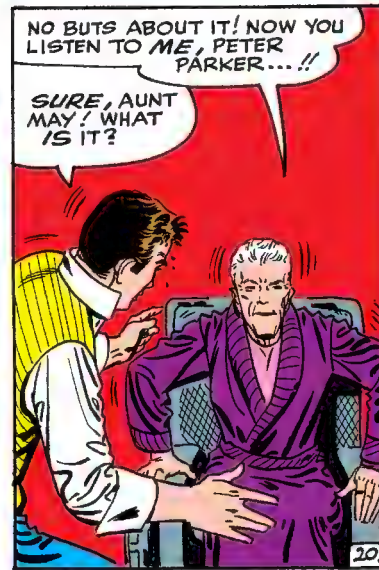
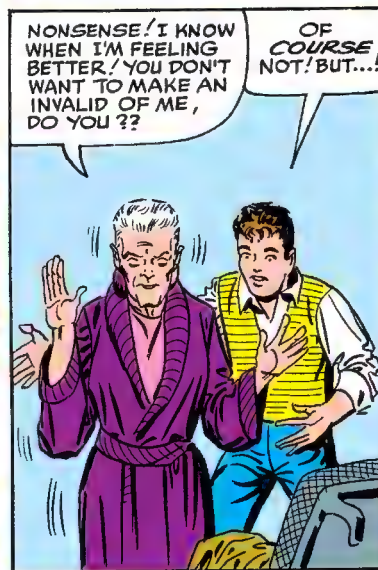
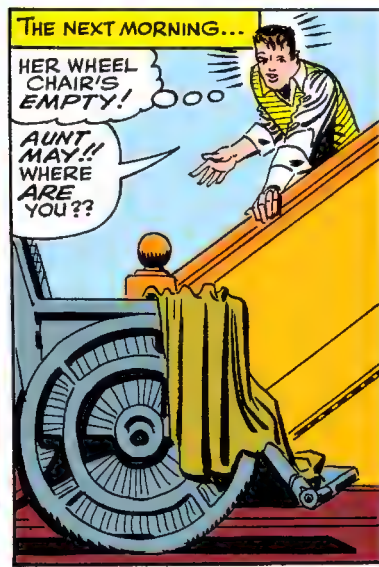
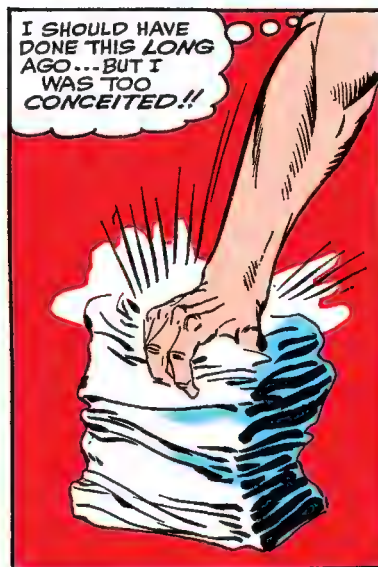
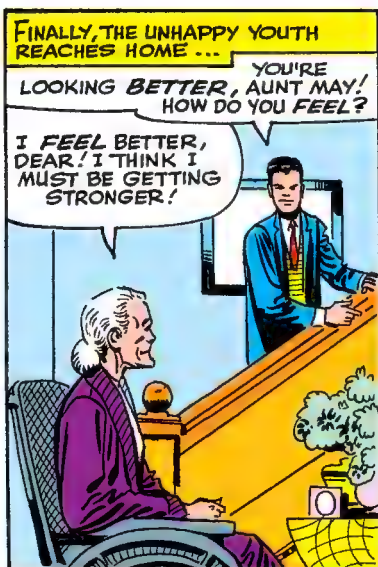


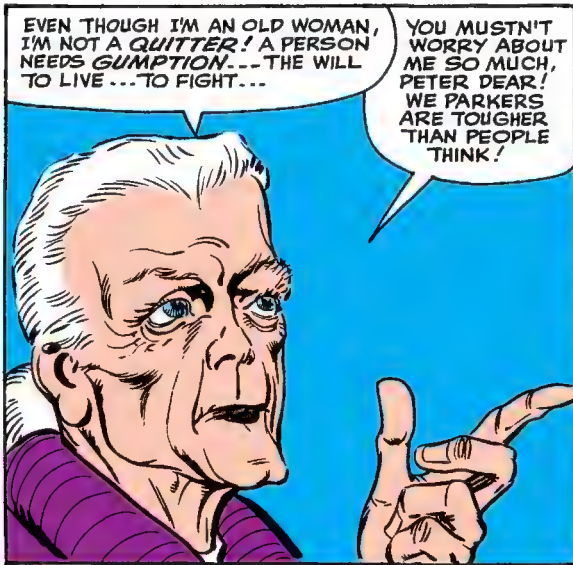






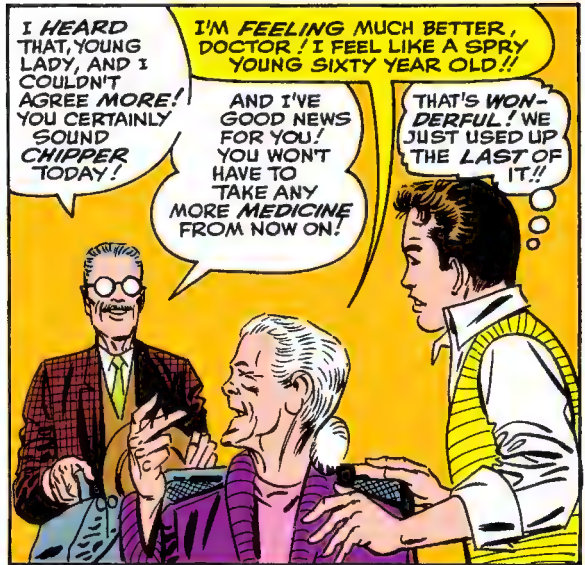






EVEN THOUGH I'M AN OLD WOMAN, I'M NOT A **QUITTER**! A PERSON NEEDS **GUMPTION**... THE WILL TO LIVE... TO FIGHT...

YOU MUSTN'T WORRY ABOUT ME SO MUCH, PETER DEAR! WE PARKERS ARE TOUGHER THAN PEOPLE THINK!

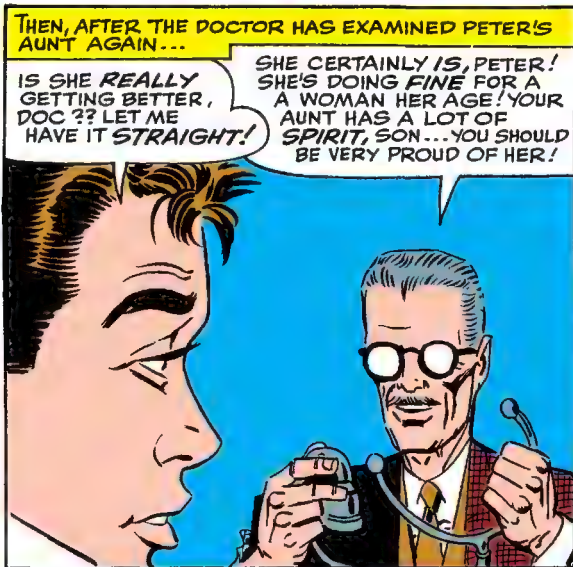


I HEARD THAT, YOUNG LADY, AND I COULDN'T AGREE MORE! YOU CERTAINLY SOUND **CHIPPER** TODAY!

I'M FEELING MUCH BETTER, DOCTOR! I FEEL LIKE A **SPRY** YOUNG SIXTY YEAR OLD!!

AND I'VE GOOD NEWS FOR YOU! YOU WON'T HAVE TO TAKE ANY MORE **MEDICINE** FROM NOW ON!

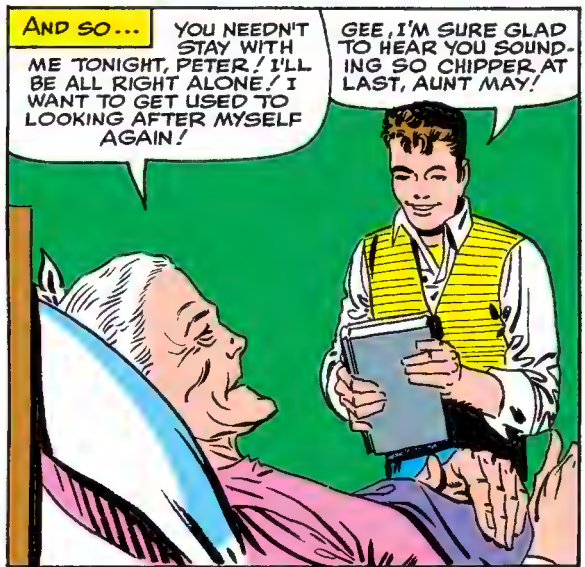
THAT'S **WONDERFUL**! WE JUST USED UP THE **LAST** OF IT!!



THEN, AFTER THE DOCTOR HAS EXAMINED PETER'S AUNT AGAIN...

IS SHE **REALLY** GETTING BETTER, DOC ?? LET ME HAVE IT **STRAIGHT**!

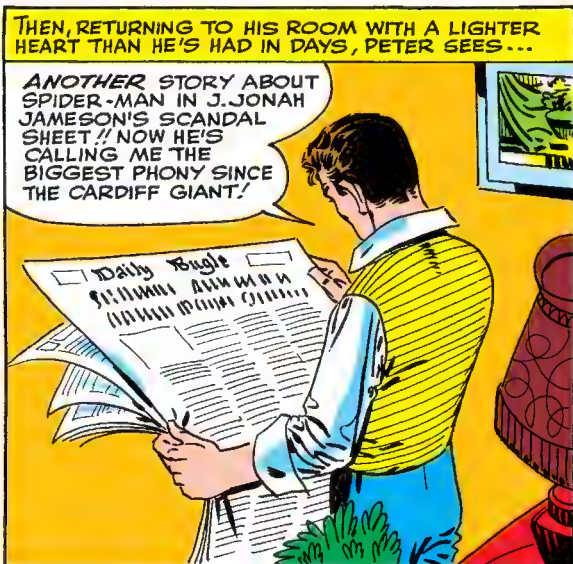
SHE CERTAINLY **IS**, PETER! SHE'S DOING **FINE** FOR A WOMAN HER AGE! YOUR AUNT HAS A LOT OF **SPIRIT**, SON... YOU SHOULD BE VERY PROUD OF HER!



AND SO...

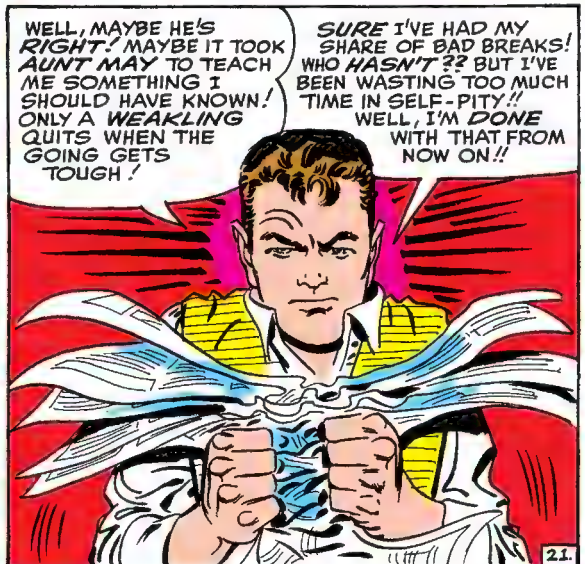
YOU NEEDN'T STAY WITH ME TONIGHT, PETER! I'LL BE ALL RIGHT ALONE! I WANT TO GET USED TO LOOKING AFTER MYSELF AGAIN!

GEE, I'M SURE GLAD TO HEAR YOU SOUNDING SO **CHIPPER** AT LAST, AUNT MAY!



THEN, RETURNING TO HIS ROOM WITH A LIGHTER HEART THAN HE'S HAD IN DAYS, PETER SEES...

ANOTHER STORY ABOUT SPIDER-MAN IN J. JONAH JAMESON'S SCANDAL SHEET!! NOW HE'S CALLING ME THE BIGGEST PHONY SINCE THE **CARDIFF GIANT**!



WELL, MAYBE HE'S **RIGHT**! MAYBE IT TOOK AUNT MAY TO TEACH ME SOMETHING I SHOULD HAVE KNOWN! ONLY A **WEAKLING** QUILTS WHEN THE GOING GETS **TOUGH**!

SURE I'VE HAD MY SHARE OF BAD BREAKS! WHO **HASN'T** ?? BUT I'VE BEEN WASTING TOO MUCH TIME IN **SELF-PITY**!! WELL, I'M **DONE** WITH THAT FROM NOW ON!!



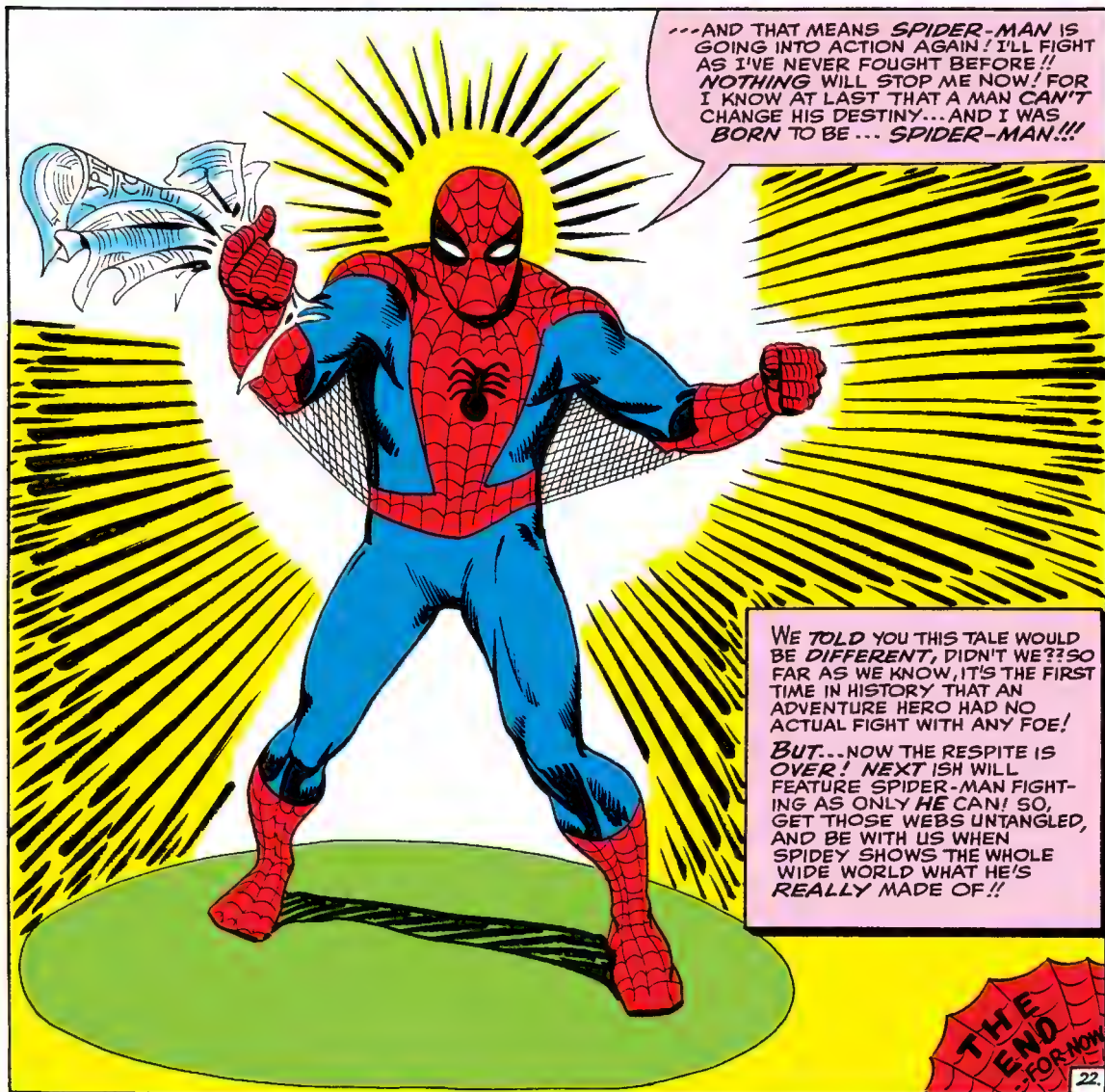
NOW THERE'S NOTHING TO STOP ME FROM BEING **SPIDER-MAN** AGAIN!! AUNT MAY HAS ENOUGH GUMPTION FOR **BOTH** OF US! I WON'T HAVE TO WORRY ABOUT **HER** ANY MORE!!



AS FOR J. JONAH JAMESON, BEFORE I'M THROUGH, HE'LL BE **EATING** HIS WORDS ABOUT ME!!



FATE GAVE ME SOME TERRIFIC SUPER-POWERS, AND I REALIZE NOW THAT IT'S MY DUTY TO **USE** THEM... WITHOUT DOUBT... WITHOUT HESITATION ...!!



---AND THAT MEANS **SPIDER-MAN** IS GOING INTO ACTION AGAIN! I'LL FIGHT AS I'VE NEVER FOUGHT BEFORE!! **NOTHING** WILL STOP ME NOW! FOR I KNOW AT LAST THAT A MAN CAN'T CHANGE HIS DESTINY...AND I WAS **BORN** TO BE ... **SPIDER-MAN!!!**

WE TOLD YOU THIS TALE WOULD BE **DIFFERENT**, DIDN'T WE?? SO FAR AS WE KNOW, IT'S THE FIRST TIME IN HISTORY THAT AN ADVENTURE HERO HAD NO ACTUAL FIGHT WITH ANY FOE! **BUT...** NOW THE RESPITE IS OVER! NEXT ISH WILL FEATURE **SPIDER-MAN** FIGHTING AS ONLY **HE** CAN! SO, GET THOSE WEBS UNTANGLED, AND BE WITH US WHEN **SPIDEY** SHOWS THE WHOLE WIDE WORLD WHAT HE'S **REALLY** MADE OF!!

THE END
...FOR NOW



MARVEL
COMICS
GROUP **12¢**

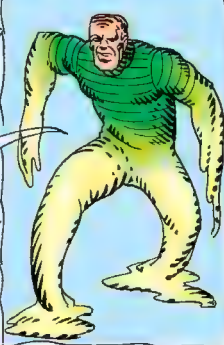
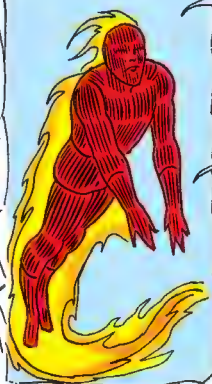
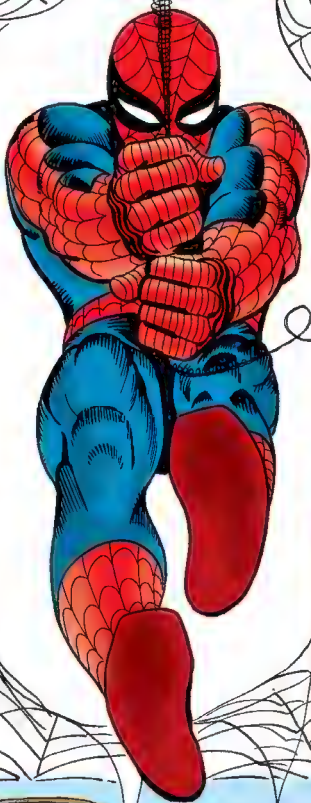
the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

19
DEC.

AN ADVENTURE EPIC OF MOST COMPELLING EXCELLENCE...

"SPIDEY STRIKES BACK!"



BRIMMING WITH SUCH
GREAT GUEST STARS
AS...
the **HUMAN TORCH!**
the **SANDMAN!**
the **EVIL ENFORCERS!**





"SPIDEY STRIKES BACK!"

FEATURING:
Guest Stars!
Super-Villains!
Super-Thrills!

ONE OF THE
MOST EAGERLY-
AWAITED ACTION
DRAMAS OF
ALL TIME!!



DUE TO HIS AUNT'S SERIOUS ILLNESS
LAST MONTH, PETER PARKER SPENT
ALL HIS TIME AT HOME, LOOKING AFTER
HER! THAT MEANT, OF COURSE, THAT
SPIDER-MAN WAS OUT OF ACTION,
TOO!

PEOPLE BEGAN TO THINK
THAT SPIDEY HAD TURNED
COWARD...AND HE WAS
POWERLESS TO CHANGE
THAT MISTAKEN IDEA! BUT
NOW, HIS AUNT IS NO LONGER
DANGEROUSLY ILL, AND SO...
WATCH OUT!

WRITTEN BY:
SPIDEY'S GODFATHER,
STAN LEE

ILLUSTRATED BY:
SPIDEY'S BIG DADDY,
STEVE DITKO

LETTERED BY:
S. ROSEN
(SPIDEY'S SECOND COUSIN
ON HIS UNCLE'S SIDE!)

ARE YOU COMFORTABLE? ARE YOU RELAXED? DO YOU HAVE TIME TO READ THIS WHOLE STORY THROUGH WITHOUT INTERRUPTION?! PLEASE DON'T START UNLESS YOUR ANSWER TO ALL THESE QUESTIONS IS YES, BECAUSE, THE ACTION STARTS RIGHT NOW... AND IT DOESN'T STOP TILL THE LAST PAGE! READY? OKAY... HERE COMES THE THRILLER OF A LIFETIME!

GOSH! IT LOOKS LIKE THOSE HOODS JUST ROBBED THE MDTOWN BANK!

THE JOB WENT CLEAN AS A WHISTLE!

ONCE WE REACH THE GETAWAY CAR WE'LL BE IN THE CLEAR!



BUT, SUDDENLY... AN AWESOME LIGHT BEAM SHINES THROUGH THE DARKNESS, REVEALING...

THE SPIDER SIGNAL!



AND, FROM ABOVE, A LEAN, HARD-MUSCLED, INCREDIBLY NIMBLE FIGURE HURTTLES DOWNWARD TOWARDS THE STARTLED CROOKS!

IT...IT'S SPIDER-MAN!

BUT WE THOUGHT HE WAS OUT OF ACTION!

JAMESON'S NEWSPAPER HAS BEEN SAYING HE'S A PHONY... A COWARD!



YOU BELIEVE IT, BOYS! BUT, JUST IMAGINE WHAT I COULD DO IF I WASN'T A PHONY COWARD!

QUICK! RUSH 'IM!

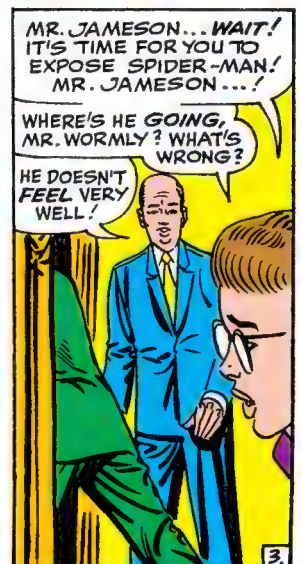
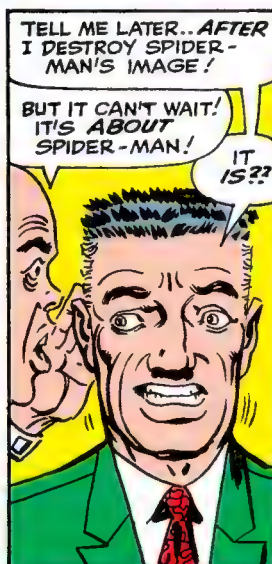


NO NEED TO RUSH, FELLAS! I'M NOT GOIN' ANYWHERE!

YES SIREE! THIS IS JUST WHAT THE DOCTOR ORDERED!

IN FACT, THIS IS THE MOST FUN A LITTLE SPIDER-MAN CAN HAVE WITHOUT LAUGHING!





MOMENTS LATER, A WEARY, FLAMING, FLYING FIGURE SEES AN UNUSUAL SIGHT...

IF I DIDN'T KNOW BETTER, I'D SWEAR THAT WAS J. JONAH JAMESON HITTING A BRICK WALL!

IT CAN'T BE TRUE! IT CAN'T! NOT AGAIN! I CAN'T BE WRONG AGAIN!

WELL, I'VE NO TIME TO WORRY ABOUT HIM NOW. I'VE GOT TO REACH HOME BEFORE MY FLAME DIES OUT! THAT LAST FIGHT I HAD ALL BUT EXHAUSTED ME./*

***SEE STRANGE TALES #127...STAN**

BUT, AS THE HUMAN TORCH GLIDES TO A LANDING NEAR HIS HOME, AN ASBESTOS COVERED LASSO SNAKES OUT, AND...

GOT 'IM!

WHA...? A LASSO!

GOOD THROW, MONTANA! BUT NOW, LET THE OX DRAG 'IM IN!

IF HE'S BEEN FLYIN' A LONG DISTANCE, HE'LL BE TOO PLUMB TUCKERED OUT TO DO MUCH WITH THAT THAR FLAME OF HIS'N!

THE OX! MONTANA! YOU'RE TWO OF...THE ENFORCERS!

NOW AIN'T YOU A BRIGHT LI'L SHAVER, TORCH? WE... OX! LOOK OUT!

TIRED OR NOT, I CAN STILL TOSS OFF A FIREBALL OR TWO!

FANCY DAN! GIT OVER HERE... HURRY!

ANSWERING THE OX'S CALL, THE THIRD MEMBER OF THE EVIL ENFORCERS RUSHES UP, CARRYING A CYLINDER FILLED WITH CHEMICAL FOAM...

YOU DIDN'T EXPECT US TO BE UNPREPARED FOR YOUR LITTLE TRICKS, DID YA? THIS'LL PUT YOUR BLASTED FLAME OUT!

OKAY, SANDMAN... HE'S ALL YOURS!

GOOD! THE FOAM MAKES IT IMPOSSIBLE FOR HIM TO FLY... AND NOW I CAN DO THE REST!

THERE! BY COVERING HIM WITH THE SANDY COMPOSITION OF MY OWN BODY, I CAN EXTINGUISH HIS REMAINING FLAME!

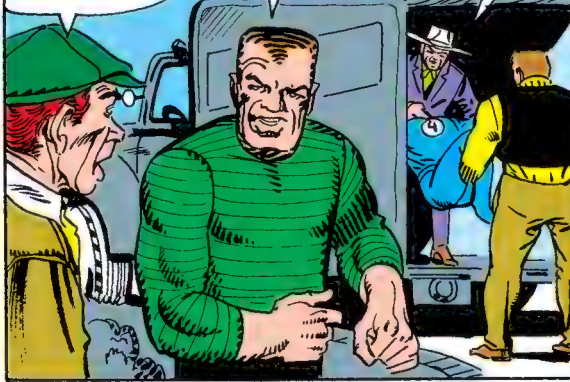
AND, WITHOUT HIS FIERY POWER, HE'S JUST ANOTHER PUNY TEEN-AGER THAT WE CAN HANDLE WITH EASE!



IT'S SPIDER-MAN! HE'S BACK IN ACTION AGAIN! HE JUST COLLARED ROCK GIMPY'S WHOLE GANG!

QUIET, YOU FOOL! I DON'T WANT THE ENFORCERS TO HEAR! THEY ONLY JOINED FORCES WITH ME BECAUSE THEY FIGURED THEY WOULDN'T HAVE TO WORRY ABOUT SPIDER-MAN!

WHAT'S THAT?? WHAT'D Y'ALL SAY ABOUT SPIDER-MAN??



EVEN IF SPIDER-MAN IS ON THE LOOSE AGAIN, THE FOUR OF US OUGHTTA BE ABLE TO BEAT 'IM EASY!

SURE! WE'VE GOT NOTHIN' TO WORRY ABOUT!

LOOK HOW EASY WE CAUGHT THE TORCH! HE'S HELPLESS IN THAT GLASS CAGE NOW, WITH ONLY ENOUGH AIR TO SURVIVE FOR A WHILE!

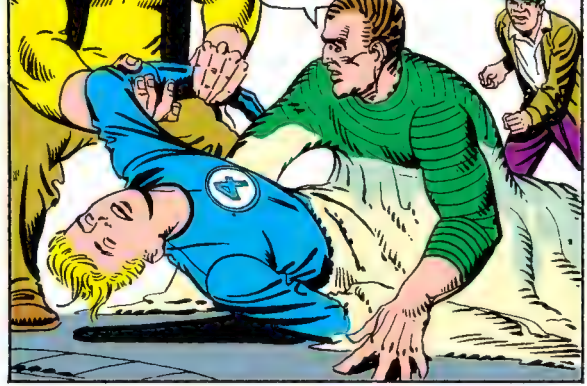
OUR NEXT TASK IS TO LEARN MORE ABOUT SPIDER-MAN!



GOOD WORK, SANDMAN! I'LL TAKE CARE OF 'IM NOW!

HE'S ONLY THE FIRST, OK? BEFORE WE'RE THROUGH, WE'LL FINISH OFF EVERY ACCURSED CRIME-FIGHTER IN THIS AREA!

HEY, BOSS! I GOT BIG NEWS FOR YA!



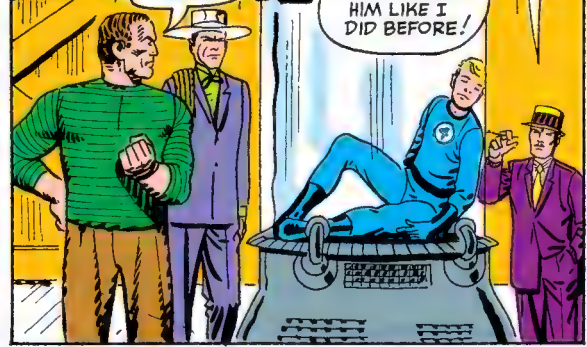
LATER, AT THEIR HIDEOUT...

THE CAT'S OUT OF THE BAG NOW! MIGHT AS WELL TELL 'EM!

I HEARD THAT HE'S BACK IN ACTION AGAIN! HE BUSTED UP SOME BANK ROBBERY GANG!

BUT WE DON'T HAVE TO WORRY ABOUT THAT! IF HE CROSSES OUR PATH, I'LL HANDLE HIM LIKE I DID BEFORE!

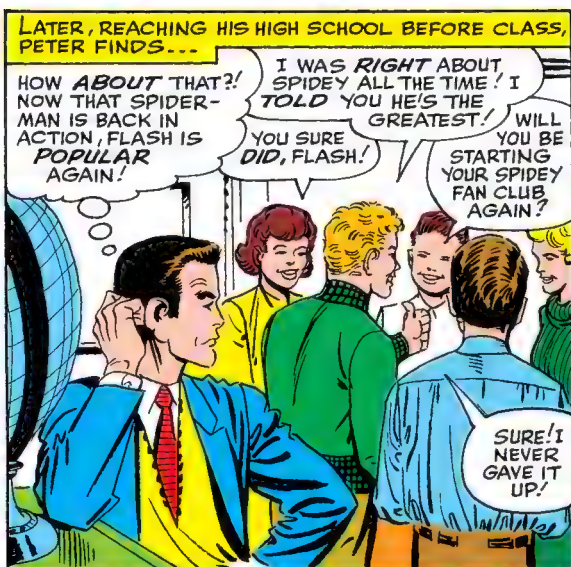
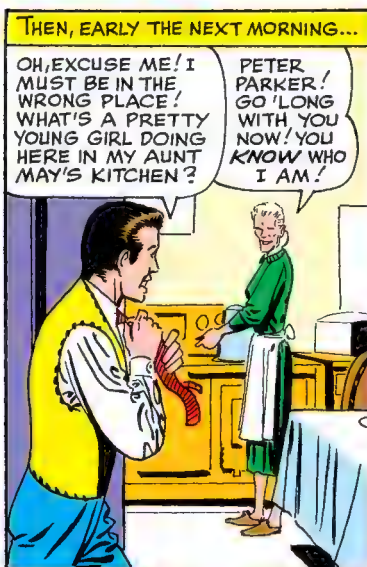
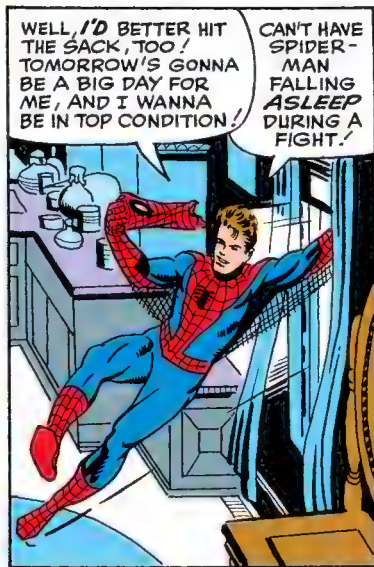
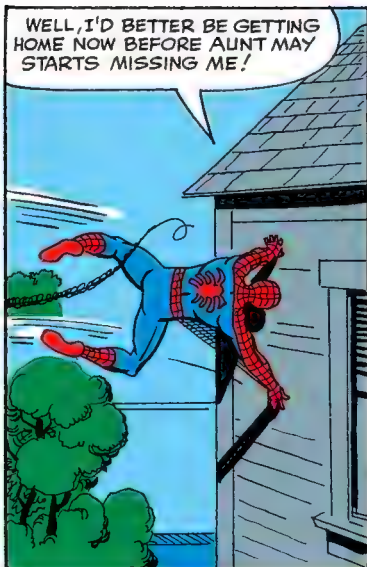
ANYWAY, IT'S TOO LATE FOR US TO BACK OUT NOW!

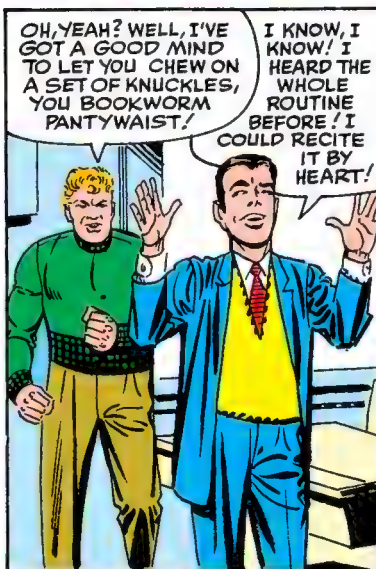
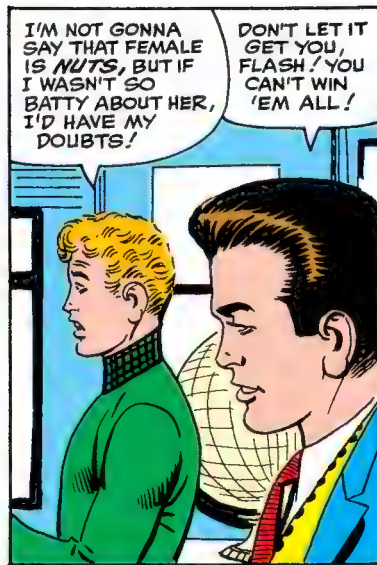


BUT, EVEN AS THE ENFORCERS SPEAK, LITTLE DO THEY DREAM THAT THE ONE THEY'RE TALKING ABOUT IS SWINGING SWIFTLY THROUGH THE AIR, OVER THE ROOFTOPS OF THE CITY, ALMOST WITHIN SIGHT OF THE FEARSOME FOURSOME!

NOT A BAD NIGHT'S WORK! I SURE WISH I COULD HAVE SEEN J.J. JAMESON'S FACE WHEN HE HEARD THE NEWS! I'LL BET HE HIT THE CEILING!

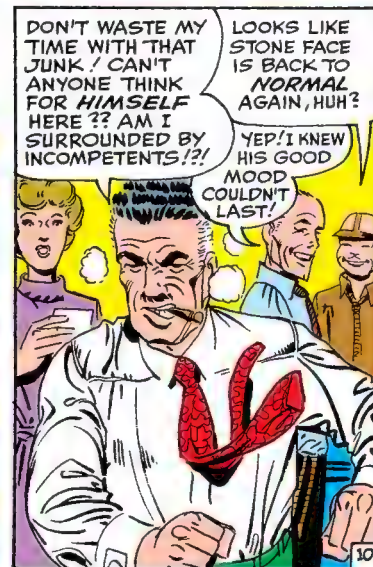


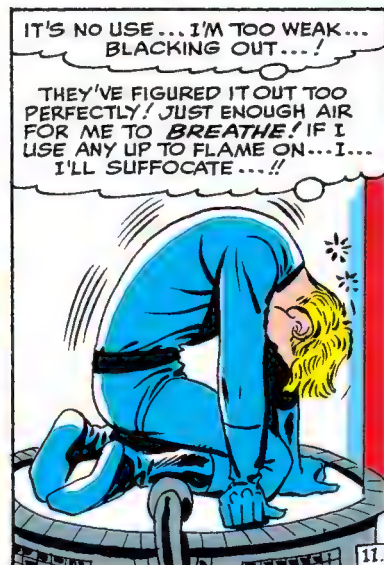
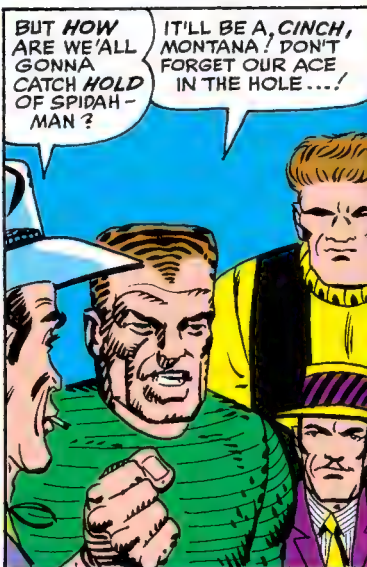
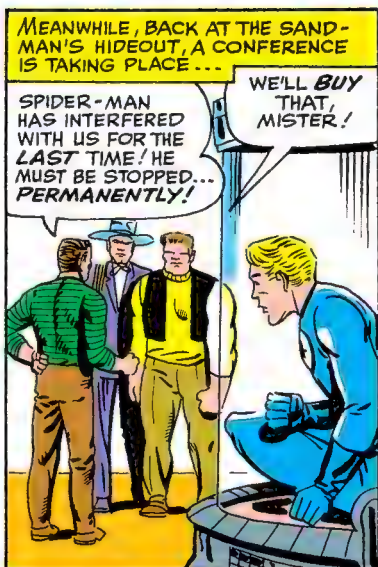


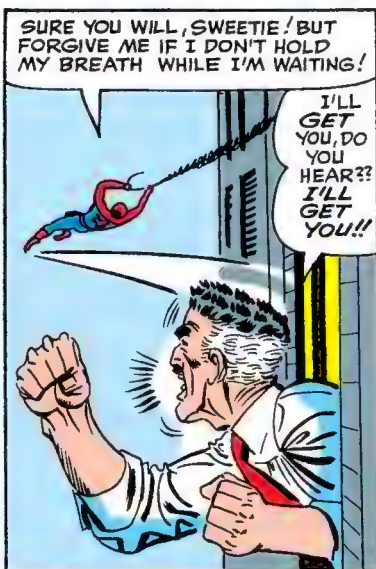
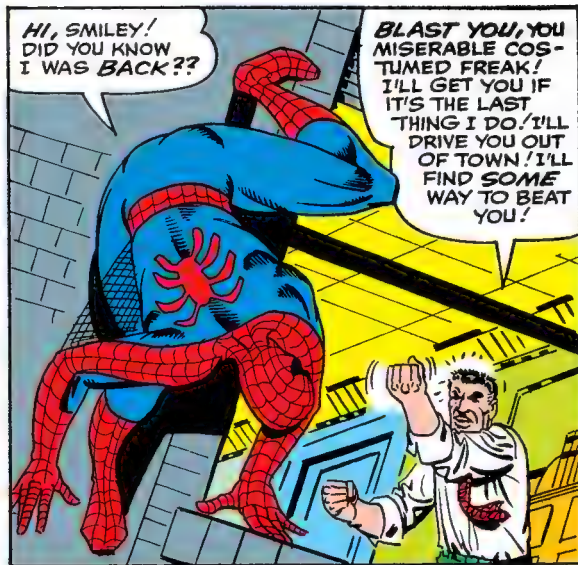


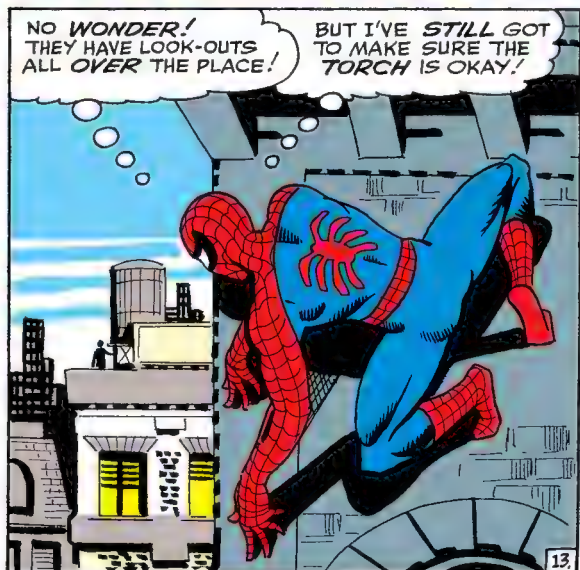
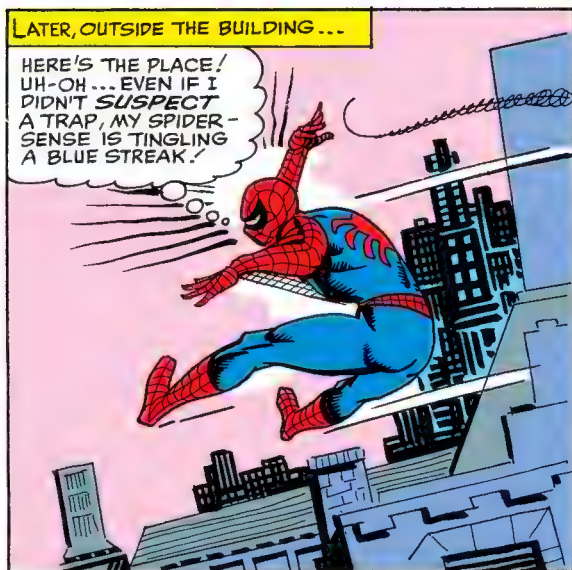
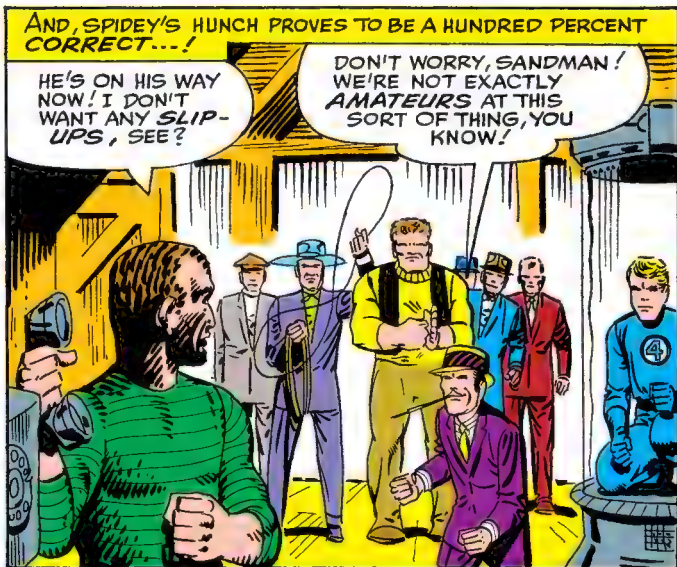
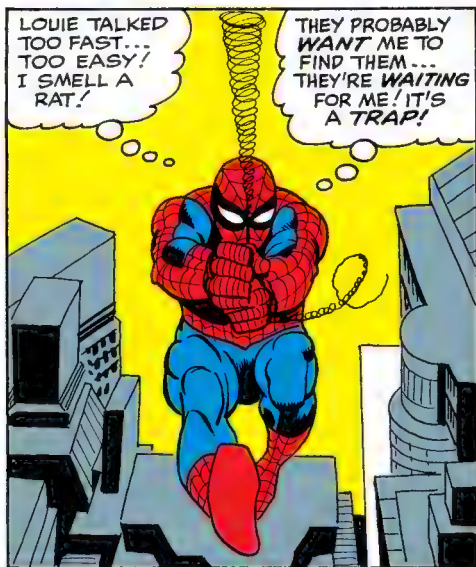
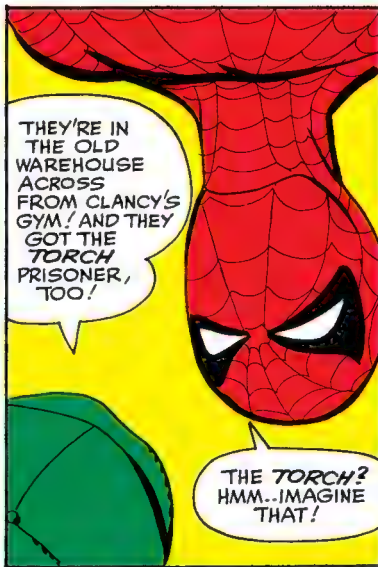


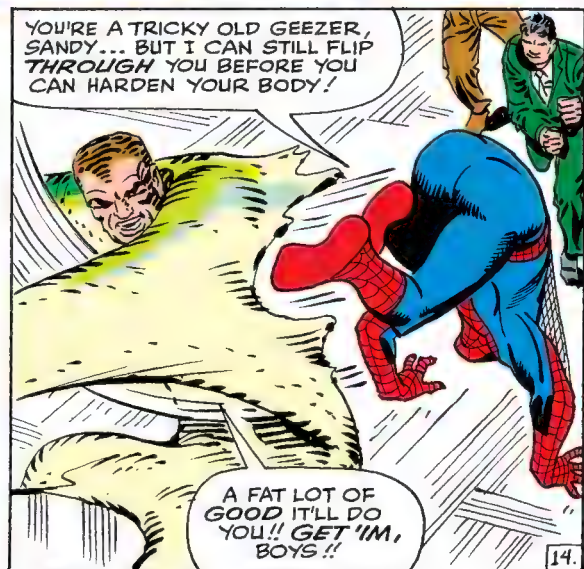
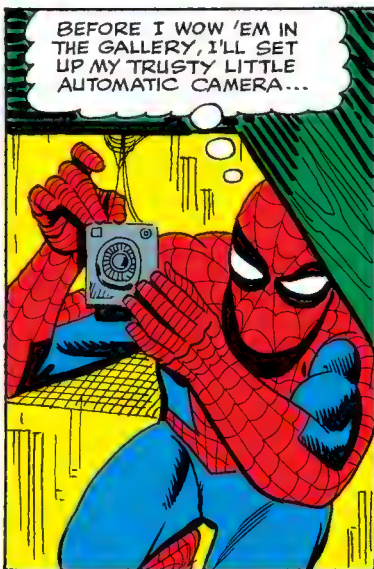
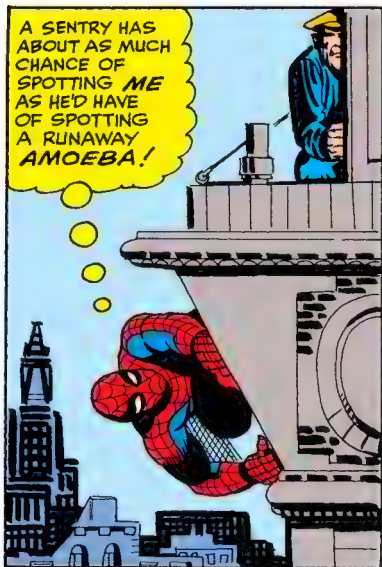


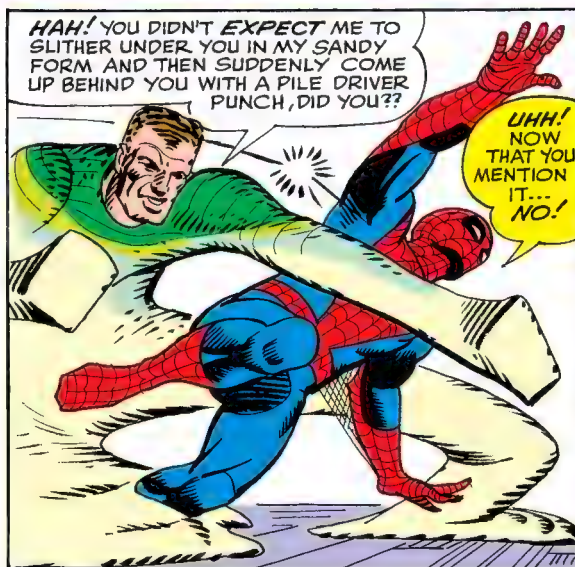


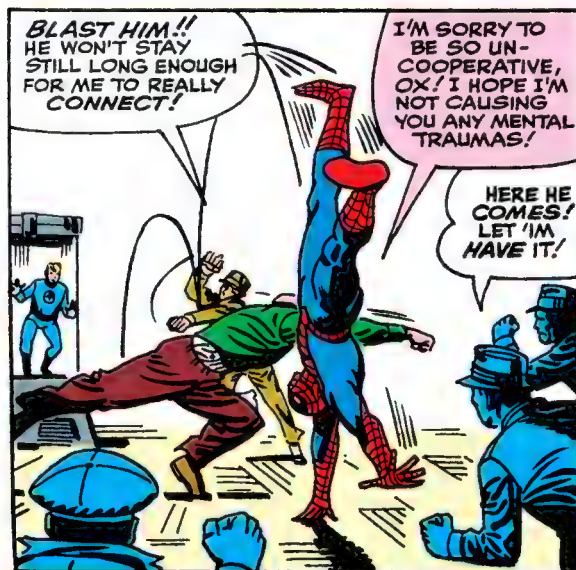


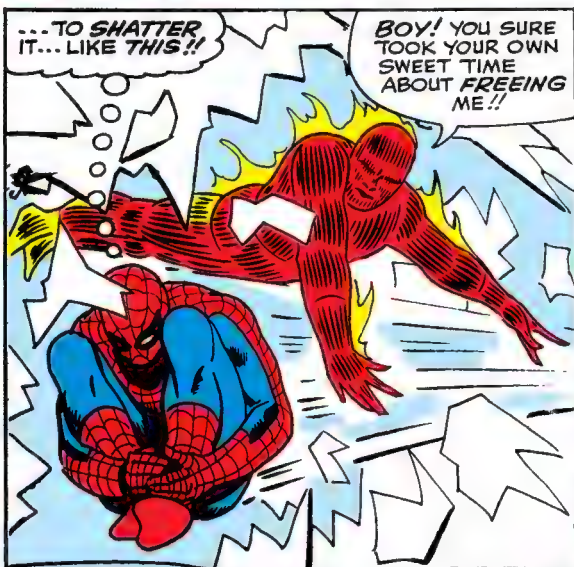
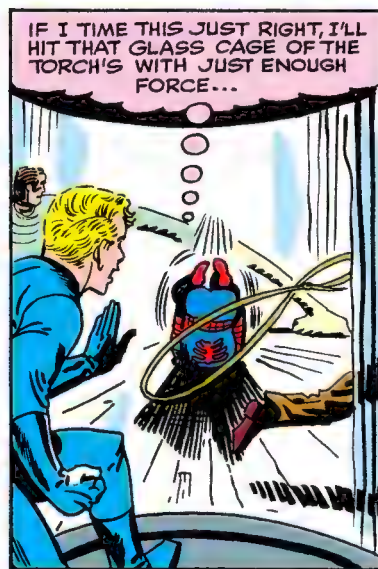
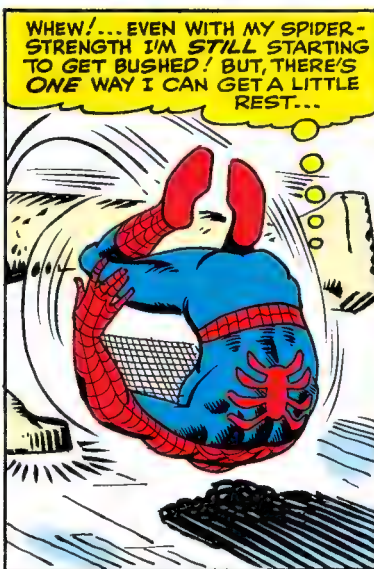
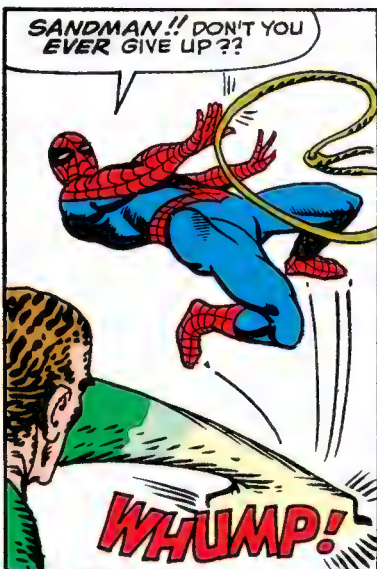






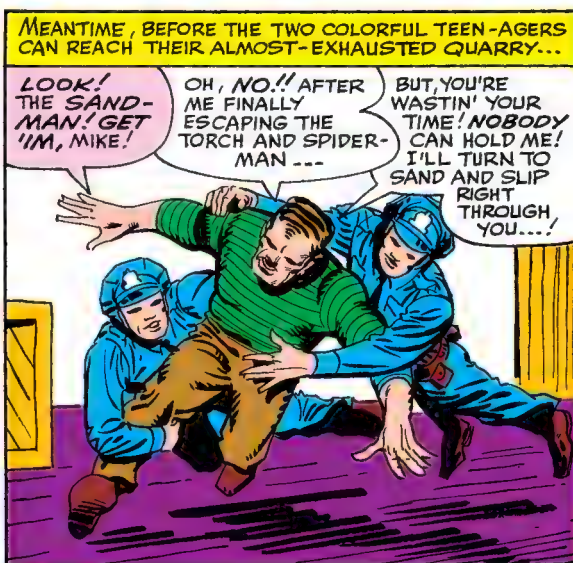












THE NEXT DAY, AT JAMESON'S OFFICE ...

HAVE YOU HEARD THE LATEST NEWS BULLETIN, MR. JAMESON? SPIDER-MAN, AIDED BY THE HUMAN TORCH, CAPTURED THE ENFORCERS AND CHASED THE SANDMAN INTO THE ARMS OF THE POLICE!

THAT MEANS HE'S A HERO AGAIN!!

I WONDER IF I'M TOO OLD TO JOIN THE FOREIGN LEGION??

HOW DID IT HAPPEN? JUST A SHORT TIME AGO SPIDER-MAN WAS PUBLIC HEEL #1! EVERYONE CALLED HIM A YELLOW COWARD! AND NOW... HE'S MORE GLAMOROUS THAN EVER! HOW? HOW??

MR. JAMESON! I'VE GOT SOMETHING TO SHOW YOU...!

THESE MAY MAKE YOU FEEL A LITTLE BETTER! THEY'RE A FULL PHOTOGRAPHIC RECORD OF THE FIGHT BETWEEN SPIDER-MAN AND THE ENFORCERS!!

THEY'RE SENSATIONAL!! IF THEY'RE NOT FAKES, THEY'LL SELL AN EXTRA HALF MILLION PAPERS FOR ME!

I CAN GUARANTEE THAT THEY'RE NOT FAKES!

I HATE LETTING THE OLD PIRATE HAVE THEM, BUT I CAN USE THE DOUGH!

I DON'T KNOW HOW YOU GOT THEM... AND I DON'T CARE! I'LL BUY THEM ALL!

THIS IS A REAL HAPPY ENDING! EVEN JAMESON FEELS GOOD NOW

SAY, BETTY, HOW ABOUT HAVING A SODA WITH ME TO CELEBRATE MY FIRST DAY BACK ON THE JOB?

OH, I'M SORRY, PETER! I'VE GOT A DATE WITH NED TONIGHT!

THAT SO? WELL, THEN, MAYBE I'LL SEE YOU TOMORROW, HUH?

SURE, PETER! THAT WOULD BE FINE!

HELLO, PETER! HOW'S IT GOING, FELLA?

JUST FINE, NED! THINGS COULDN'T BE BETTER! HAVE A NICE TIME TONIGHT, YOU TWO!

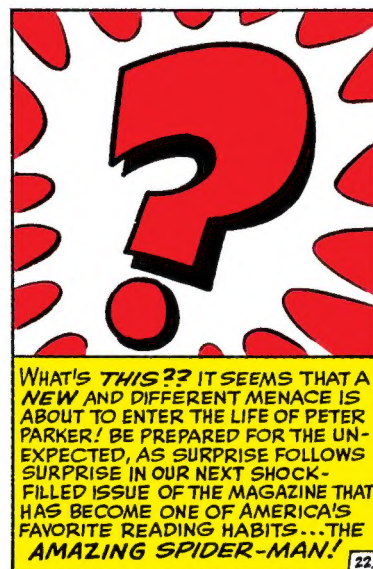
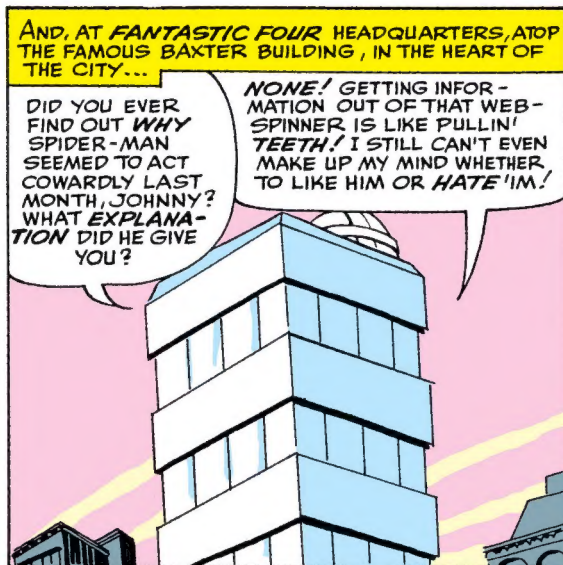
THANKS! WE'LL DO OUR BEST!

I'LL GIVE YOU A RING TOMORROW, BETTY! HAVE TO RUN NOW! SO LONG!

THAT PARKER SEEMS LIKE A NICE GUY, BETTY!

BUT... I DON'T UNDERSTAND! PETER SEEMS SO UNCONCERNED!

I SECRETLY HOPED HE'D BE A LITTLE JEALOUS! BUT... HE DOESN'T SEEM TO CARE! HAVE I... REALLY LOST HIM??



The Amazing Spider-Man #11 cover original illustration version
by Steve Ditko



APPROVED
BY THE
COMICS
CODE
AUTHORITY

11
APR.

MARVEL
COMICS
GROUP 12¢

Featuring:
**THE LONG-AWAITED
"RETURN of
DOCTOR
OCTOPUS!"**

"TURNING POINT!"

SEE WHAT HAPPENS
WHEN SPIDER-MAN
DECIDES TO REVEAL HIS
SECRET IDENTITY TO
SOMEONE ELSE! WILL
HE REALLY DO IT?
WILL THIS BE THE
TURNING POINT OF
HIS AMAZING CAREER?
OR--? BUT WHY NOT
TURN THESE PAGES
AND LEARN FOR
YOURSELF, IN THIS
CLASSIC TALE,
TOLD IN THE
MARVELOUS
MARVEL MANNER!

**ANOTHER
SPECTACULAR
SMASH-HIT
FROM THE
HOUSE OF IDEAS!**

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

THE AMAZING SPIDER-MAN VOLS. 1-13
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-11
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-6
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

COLLECTING *THE AMAZING SPIDER-MAN* #11-19 & ANNUAL #1